

N 96000000778

'CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

52280

re: The Upper Edge Corporation

(Not for filing) PH 1:07

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DISBURSED

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

☒ Capital Express™
☒ Art. of Inc. File _____
 Corp. Record Search _____
 Ltd. Partnership File _____
☒ Foreign Corp. File _____
☒ () Cert. Copy(s) _____
 Art. of Amend. File _____
 Dissolution/Withdrawal _____
 C U S _____
 Filitious Name File _____
 Name Reservation _____
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
 Document Filing _____
 Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____
 UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s _____ Copies _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prep. _____
 FAX () _____ pgs. _____

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 ****122.50 ****122.50

SUBTOTALS

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

96 FEB 14 11:03 AM
 DISBURSED
 RECEIVED

PH 2/14/96

REQUEST TAKEN CONFIRMED APPROVED
 DATE 2/14
 TIME 12:00
 BY DD CK No. _____

WALK-IN
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF THE UPPER EDGE CORPORATION**
(a Florida corporation, not for profit)

FILED
96 FEB 14 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporation of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of incorporation for such corporation:

ARTICLE I.

NAME AND LOCATION OF PRINCIPAL OFFICE

The name of the corporation is **THE UPPER EDGE CORPORATION**, a Florida corporation, not for profit. Its initial office shall be at 7007 SOUTHWEST 148 TERRACE, MIAMI, FLORIDA 33158.

ARTICLES II.

TERM

The corporation shall have perpetual existence until dissolved by due process of law.

ARTICLE III.

INCORPORATORS

The name and address of the Incorporator of these Articles of Incorporation is **DARREN DEAN KREIN, 7007 SOUTHWEST 148 TERRACE, MIAMI, FLORIDA 33158.**

ARTICLE IV.

GENERAL PURPOSES

The purpose for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the

Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V.

ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these articles, the corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI.

DEDICATION AND DISTRIBUTION OF ASSETS

Nor part of the net earnings of the corporation shall inure to the benefit of any Member, Director, or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Member, Director, or Officer of the corporation or any of the corporate assets upon dissolution of the corporation.

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purposes.

ARTICLE VII.

MANAGEMENT OF CORPORATE AFFAIRS

(a) **Board of Directors.** The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have THREE (03) Director(s) initially. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (03). The method of selection of Directors is stated on the Bylaws of this corporation.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of the corporation authorize the

Directors to so act. Such a statement shall be the prima facie evidence of such authority.

The names and addresses of such first Members of the Board of Directors are as follows:

NAME	ADDRESS
DARREN KREIN	7007 SW 148 TERRACE MIAMI, FL 33158
DAVE RYAN	2855 TIGERTAIL AVE #306 MIAMI, FL 33133
VANCE LARIMAR	6240 S DAYTON ST. ENGLEWOOD, CO 80011

(b) **Corporate Office.** The Board of Directors shall elect the following Officers: President, Vice President, Treasurer, and Secretary and such other Officers as the Bylaws of the corporation may authorize, from time to time, the Directors to elect. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE VIII.

INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding to have been derelict in the performance of his duties as such a

Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE IX.

MEMBERSHIP

The membership of the corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the corporation. The Directors shall from time to time prescribe form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the Members of the corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE X.

BYLAWS

The Board of Directors of the corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the corporation.

ARTICLE XI.

AMENDMENTS TO ARTICLES OF INCORPORATION

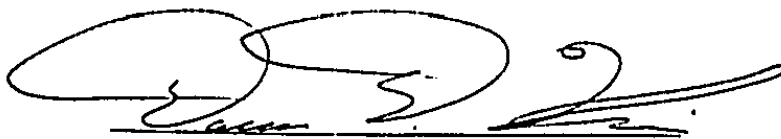
An amendment to these Articles of Incorporation may be proposed by any Member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of Board of Directors.

ARTICLE XII.

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the corporation is WILLIAM TERRY ESQUIRE, GABLES INTERNATIONAL PLAZA, 2655 LeJUENE ROAD SUITE 804, CORAL GABLES, FLORIDA 33134.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation on this THIRTEENTH day of FEBRUARY, 1996, for the purpose of forming the corporation not for profit under the laws of the State of Florida.

A handwritten signature in dark ink, appearing to be "William Terry Esquire", written over a horizontal line.

ACCEPTANCE OF REGISTERED AGENT

FILED

Having been named as Registered Agent to accept service of process for the 03 FEB 1996 1:07
above-stated corporation, at a place designated in these Articles of Incorporation, I hereby agree
to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any
Amendments thereto, and to comply with the provisions of all other Statutes related to the proper
and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
THIRTEENTH day of FEBRUARY 1996.

I HEREBY AM FAMILIAR WITH AND
ACCEPT THE DUTIES AND
RESPONSIBILITIES AS REGISTERED AGENT
FOR SAID CORPORATION.

BY: _____



William K. Terry, Jr., Esq.