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Florida Department of State
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To:

Division of Corporations
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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Becky

FLORIDA PROFIT CORPORATION OR P.A.

UPBEAT PRODUCTIONS, INC,

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

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B. McKnight JAN 14 2000

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**ARTICLES OF INCORPORATION
OF
UPBEAT PRODUCTIONS, INC.**

I, the undersigned, hereby subscribe to, acknowledge and file the following Articles of Incorporation, for the purpose of creating a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: UPBEAT PRODUCTIONS, INC., a Florida corporation.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under Chapter 607 Florida Statutes.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at the just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, with one vote to be cast per share.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

PREPARED BY: Lou's J. Terminello, Esq.
TERMINELLO & TERMINELLO, P.A.
2700 S.W. 37th Avenue
Miami, FL 33133
Tel. (305) 444-6002
Florida Bar No. 872547

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H00000002165 ARTICLE VI - STATUS

This corporation elects Sub-Chapter "S" status according to applicable State and Federal Laws and will file a Form 2553 with the Internal Revenue Service.

ARTICLE VII - TERMS

This corporation shall commence at the time of filing of these articles and shall have perpetual existence.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE IX - PRINCIPAL OFFICE AND RESIDENT AGENT

The address of the principal office and the initial street address, in this state, of this Corporation is: 5925 Woodland Place, Tamarac, FL 33319 and the address of the initial registered agent of this corporation is:

LOUIS J. TERMINELLO, ESQ.
TERMINELLO & TERMINELLO, P.A.
2700 S.W. 37th Avenue
Miami, FL 33133

ARTICLE X - INITIAL BOARD OF DIRECTORS AND INCORPORATORS

This corporation shall have at least one (1) director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholder shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial incorporator who is signing these articles of this corporation is as follows:

NAME

Frank Dillon

ADDRESS

5925 Woodland Place
Tamarac, FL 33319

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ARTICLE XI - INITIAL OFFICERS

The names and post office address of the first officers and directors of this corporation, all of whom shall constitute the first Board of Directors, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

PRESIDENT/VICE-PRESIDENT/SECRETARY/TREASURER/DIRECTOR:

Frank Dillon **5925 Woodland Place**
Tamarac, FL 33319

All of the said Directors and Officers are of full age and both are citizens of the United States.

ARTICLE XII - 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, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such 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 XIII - DISCLOSURE

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in no way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such corporation. Any director individually, or any firm of which any director

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may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any director of this corporation who is also a director or officer of such corporation, who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation.

ARTICLE XIV - BY-LAWS

The Board of Directors of this corporation may provide such By-Laws 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 By-Laws may be amended, altered or rescinded by majority vote of the shareholders present at any regular or special meeting called for that purpose, subject to any limitations set forth in the laws of Florida concerning corporate action that must be authorized or approved by members of the corporation.

ARTICLE XV - AMENDMENTS

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

ARTICLE XVI - INDEBTEDNESS

The private property of the stockholders shall not be subject to the payment of the Corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

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IN WITNESS WHEREOF, the undersigned subscriber has made, executed, subscribed and acknowledged these Articles of Incorporation on the 13th day of January, 2000, for the purpose of forming this, a Sub-Chapter "S" corporation under the laws of the State of Florida.

Name: Louis J. Terminello, Esq.
Address: Terminello & Terminello, P.A.
2700 S.W. 37th Avenue
Miami, FL 33133

[Signature]
LOUIS J. TERMINELLO

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

PERSONALLY APPEARED BEFORE ME, and personally known to me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, LOUIS J. TERMINELLO to me known to be the Incorporator described in the foregoing Articles of Incorporation, and he acknowledged the same and after being first duly sworn, upon his oath, deposes and says that it is intended in good faith to carry out the purposes and objects set forth therein.

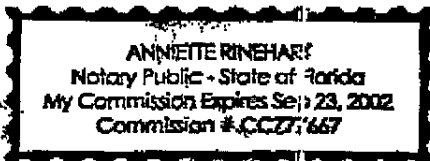
[Signature]
LOUIS J. TERMINELLO

SWORN TO AND SUBSCRIBED BEFORE ME this 13th day of January, 2000.

[Signature]
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

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STATE OF FLORIDA

DEPARTMENT OF THE SECRETARY OF STATE

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

*Louis J. Terminello, Esq.
TERMINELLO & TERMINELLO, P.A.
2700 S.W. 37th Avenue
Miami, FL 33133*

*The following is submitted, in compliance
with Chapter 48.091, Florida Statutes:*

*FIRST THAT UPBEAT PRODUCTIONS, INC., desiring to organize or qualify under the
Laws of the State of Florida, with its principal place of business at the County of Dade, State
of Florida, has named LOUIS J. TERMINELLO, ESQ., located at: TERMINELLO & TERMINELLO,
P.A., 2700 S.W. 37th Avenue, Miami, FL 33133, County of Dade, State of Florida, as its
agent to accept service of process within Florida.*

DATED: 13th day of January, 2000.



LOUIS J. TERMINELLO
Incorporator

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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE IX OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THESE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.

DATED this 13th day of January, 2000.

C
LOUIS J. TERMINELLO
Registered Agent

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this 13th day of January, 2000, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, LOUIS J. TERMINELLO, acknowledged to and before me that he signed and executed the foregoing instrument as Incorporator of the Articles of Incorporation of UPBEAT PRODUCTIONS, INC. for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Florida, the day and year last above written.

Annette Rinehart
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires

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ANNETTE RINEHART
Notary Public - State of Florida
My Commission Expires Sep 23, 2007