

P00000036957

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: The UP-Tick.com Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

300003200443--1--  
-04/07/00-01089--007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee  
& Certificate of Status

☐ \$78.75 Filing Fee  
& Certified Copy  
☒ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status  
ADDITIONAL COPY REQUIRED

FROM: Tom Distefano  
Name (Printed or typed)

411 East Atlantic Ave #6  
Address

Delray Beach FL 33483  
City, State & Zip

(561) 265-1621  
Daytime Telephone number

FILED  
00 APR -7 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

T BROWN APR 12 2000

**ARTICLES OF INCORPORATION  
OF  
THE UP-TICK.COM, INC.**

**FILED**  
00 APR -7 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the corporation shall be;

The Up-Tick.com, Inc.

**ARTICLE II**

**PUPOSES**

The purpose for which the corporation is formed and the business and objectives to be carried on and promoted by it are as follows:

(a) To engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

(b) To make and enter into all contracts necessary and proper for the conduct of its business or businesses.

(c) To borrow money of any person, firm or corporation, to issue bonds, debentures or obligations of purpose of the corporation and to secure same by mortgage, pledge or any other lawful means.

(d) To have officers, conduct its business and promote its objectives within or without the State of Florida, in other States, the District of Columbia, the territories and possessions of the United States of America, and in foreign Countries without restriction as to the place or amount.

(e) To engage in the development and publication of Internet Financial Web sites that provides financial news and information, stock markets both foreign and domestic, stock quotes, charts and graphs, investor and business relations, entrepreneurial forums, advertising private and public offerings, SEC and regulatory rules and content and information as it relates to the Web sites.

(f) To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either along or in connection with other firms, individuals or corporations, whether in the State of Florida or throughout the United States of America, or elsewhere, and to do any act or acts, thing or things incidental or pertinent to or connected with the businesses herein described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

(g) In general, this corporation shall have and exercise all the powers conferred by the laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

### **ARTICLE III**

The corporation shall have a perpetual existence.

### **ARTICLE IV**

The principle office of the corporation and the mailing address shall be the same in the State of Florida, and shall be:

411 East Atlantic Ave. #6  
Delray Beach, Florida, 33483

### **ARTICLE V**

The capital Stock of the Company shall consist of 1,000,000 shares of common stock at .001 par value.

### **ARTICLE VI**

The amount of capital with which the corporation shall begin business is 1,000.00.

### **ARTICLE VII**

The initial Board of Director(s) shall consist of two (2) members. The names and mailing addresses of the persons who are to serve as Directors are:

- (1) Thomas L. DiStefano III  
2898 NW 26th CT.  
Boca Raton, Florida, 33434
- (2) Christopher L. Monteleone  
590 Jefferson Dr. #104  
Deerfield Beach, Florida, 33442

### **ARTICLE VIII**

The officer of the Corporation shall be, a President, one or more Vice Presidents may be fixed and determined by the Board of Directors from time to time. Until the first annual meeting of the Board or until their success or are elected and have qualified.

### **ARTICLE IX**

The names and mailing address of the subscriber of the Articles of Incorporation and a statement of the number of shares of stock and the value of consideration therefore, which the subscriber agrees to take, is as follows:

	<b><u>NAME &amp; ADDRESS</u></b>	<b><u>SHARES ALLOTTED</u></b>
(1)	Thomas L. DiStefano III 2898 NW 26th Ct. Boca Raton, Florida, 33434	990,000
(2)	Christopher L. Monteleone 590 Jefferson Dr. #104 Deerfield Beach, Florida, 33442	10,000

## ARTICLE X

The annual meeting of the stockholder shall be held on the third Thursday of each year, or as such other time as may be fixed by the By-Laws, at which time the Board of Directors shall be elected and such other business as may properly come before the meeting may be considered and transacted.

The officers of the Corporation shall be elected by the Director at a meeting of the Board to be held annually immediately following the annual stockholders meeting.

The time, place and manner of calling meetings of the stockholders or directors shall be fixed by the By-Laws of the Corporation. The Board may provide for the election of and prescribe the duties of such other officers and agents as it may deem advisable and proper, and may take such action not inconsistent with the Articles of Incorporation, and the By-Laws of the Corporation and the Laws of the State of Florida, as such Board may deem advisable for the conduct and operation of the business of the Corporation.

The Board of Directors shall appoint a resident agent as required by the Laws of the State of Florida.

## ARTICLE XI

Every officer and every director of the Corporation shall be indemnified by the Corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the Corporation, whether or not he is an officer or director at the time such expenses occur. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

## ARTICLE XII

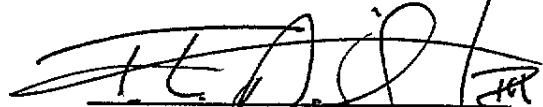
A special meeting of the subscribers of their assigns shall be held, upon the call of the Board of Directors, for the purpose of completing the organization of the Corporation and the adoptive of the By-Laws and the transaction of such other business as may be desired.

## ARTICLE XIII

The registered office and the registered agent shall be as follows:

Thomas L. DiStefano III  
2898 NW 26th Court  
Boca Raton, Florida, 33434

"I, Thomas L. DiStefano III hereby, am familiar with and accept the duties and responsibilities as registered agent for said Corporation"



Thomas L. DiStefano III

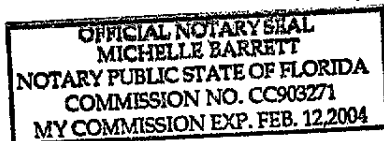
INCORPORATOR/REGISTERED  
AGENT  
FOL # D231-882-57-2410

The undersigned being the Incorporation above named, signed and acknowledges the Articles of Incorporation at Boca Raton, Florida on the 3rd of April, 2000.

STATE OF FLORIDA  
COUNTY OF Florida

Before me, the undersigned authority, personally appeared Thomas L. DiStefano III, who is to me well known to be the person described in and who subscribed the above Article of Incorporation, and he did freely and voluntarily acknowledge before me according to the Law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Union Planters Bank  
In said County and State this 6 day of April, 2000.

  
Notary Public  
STATE OF FLORIDA

My Commission Expires \_\_\_\_\_