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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 18 PM 1:05

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FLORIDA PROFIT CORPORATION OR P.A.

GLOBAL POWER UPS.COM, INC.

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ARTICLES OF INCORPORATION
OF
GLOBAL POWERUPS.COM, INC.

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00 MAY 18 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: GLOBAL POWERUPS.COM, INC.

The principal place of business of this corporation shall be: 8700 NW 7th Ave, Miami Fl, 33150.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1,000,000 shares @ \$1.00 par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Jere L. Berry President
8290 SW 180th St
Miami Fl, 33157.

John R. Berry
8290 SW 180th St.
Miami Fl, 33157.

Mack Samuel (Vice President)
8700 NW 7th Ave
Miami Fl, 33150.

Vandene Samuel
8700 NW 7th Ave
Miami Fl, 33150.

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Jere L. Berry
8700 NW 7th Ave
Miami Fl, 33150.

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this, 17th day of May 2000

Signature(s) of Incorporator(s)

Jere L. Berry

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

GLOBAL POWERUPS.COM, INC.

2. The name and address of the registered agent and office is:

Jere L. Berry

8700 NW 7th Ave

(P.O. BOX NOT ACCEPTABLE)

Miami FL, 33150.

(CITY/STATE/ZIP)

SIGNATURE

TITLE

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE

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00 MAY 18 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA