



ROBERT HENRY SILVERS

CERTIFIED PUBLIC ACCOUNTANT, P.A.

P0000055594

May 18, 2000

000003271700--1
-05/31/00--01037--006
***122.50 ***78.75

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

Re: LIMIT UP INVESTMENTS, INC.

Madam/Sir:

Enclosed please find an original and duplicate Articles of Incorporation in regard to the above captioned corporation. Please issue said Articles, certify one copy and return to the undersigned.


We are enclosing our check payable to your office in the amount of \$122.50 as follows:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
TOTAL	<u>\$ 122.50</u>

Thanking you for your courtesy and cooperation in this matter.

Sincerely,

ROBERT HENRY SILVERS, C.P.A., P.A.


Robert Henry Silvers
Certified Public Accountant

RHS/ssb

Enclosures

T. Burch JUN 9 2000

ARTICLES OF INCORPORATION
OF
LIMIT UP INVESTMENTS, INC.

The undersigned, Robert Henry Silvers, acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I

NAME

The name of this Corporation shall be:

LIMIT UP INVESTMENTS, INC.

II

BUSINESS

The general nature of the business and businesses to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

III

SHARES

The authorized capital stock of this Corporation shall consist of 500 shares of common stock, \$1.00 par value.

IV

EFFECTIVE DATE AND DURATION

This Corporation shall commence its existence on May 18, 2000 and shall exist perpetually thereafter unless sooner dissolved according to law.

V

PRINCIPAL OFFICE AND MAILING ADDRESS AND REGISTERED AGENT

The street address and mailing address of the Corporation's initial principal office is: c/o Robert Henry Silvers, C.P.A., P.A., 1140 Kane Concourse Fifth Floor, Bay Harbor Islands, FL 33154. The initial registered agent for the Corporation is Robert Henry Silvers, located c/o Robert Henry Silvers, C.P.A., P.A., 1140 Kane Concourse Fifth Floor, Bay Harbor Islands, FL 33154. The registered office of this Corporation is: c/o Robert Henry Silvers, C.P.A., P.A., 1140 Kane Concourse Fifth Floor, Bay Harbor Islands, FL 33154.

VI

DIRECTORS

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

VII

FIRST BOARD

The following shall constitute the first Board of Directors of the Corporation:

Howard Miller c/o Robert Henry Silvers, C.P.A., P.A.
 1140 Kane Concourse Fifth Floor
 Bay Harbor Islands, FL 33154

VIII

INCORPORATOR

The name and address of the initial incorporator of the Corporation is as follows:

Robert Henry Silvers c/o Robert Henry Silvers, C.P.A., P.A.
 1140 Kane Concourse Fifth Floor
 Bay Harbor Islands, FL 33154

IX

GENERAL PROVISIONS


(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital Stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Bay Harbor Islands, Florida, this 18 day of May, 2000.


Incorporator

Having been named Registered Agent, I certify that I am familiar with and accept the duties and responsibilities of that position.


Registered Agent

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation were acknowledged before me this 18 day of May, 2000.


NOTARY PUBLIC, State of Florida
My Commission Expires:

