

P010000015162

LEIGH M. FISHER

ATTORNEY AT LAW

Telephone: (941) 549-3933

Facsimile: (941) 549-8658

LEIGH M. FISHER

February 5, 2001

Reply to:
P.O. Drawer 101465
Cape Coral, FL 33910

1505 S.E. 40th Street
Cape Coral, FL 33904
(4000 Del Prado Building)

State of Florida
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

700003662117--8
-02/08/01--01094--008
*****78.75 *****78.75

RE: All Picked Up, Inc.
Our File No. 2KF-112

Dear Sir/Madam:

Enclosed please find two copies of the Articles of Incorporation for the above not-for-profit corporation. I have also included our check in the amount of \$78.75 to cover the following fees:

Filing Fee	\$	35.00
Registered Agent Designation		35.00
Certified Copy		8.75
TOTAL FEE	\$	78.75

Thank you for the return of your certified copy.

Respectfully,



Leigh M. Fisher
LMF:abh

Enclosures

FILED
01 FEB -8 PM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-9-01
WC

ARTICLES OF INCORPORATION
OF
ALL PICKED UP, INC.

FILED
01 FEB -8 PM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is All Picked Up, Inc.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The amount of the Capital Stock of this corporation shall be one thousand (1000) SHARES at ONE DOLLAR (\$1.00) par value, which said stock shall be non-assessable to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the

Capital Stock shall be common stock.

ARTICLE V

The corporation shall commence business upon filing with the office of the Secretary of State.

ARTICLE VI

The principal place for the transaction of its business and the mailing address of the corporation shall be 4909 Normandy Court, Cape Coral, Florida 33904. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may by resolution designate.

ARTICLE VII

The corporation shall have a board of no less than two (2) directors and the board may be increased to not more than three (3) directors. The number of directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the By-Laws.

ARTICLE VIII

The officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Vice-President, a

Secretary, and a Treasurer and such other officers, agents and directors who shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

PRESIDENT - Matthew J. Fisher
610 S.E. 36th Street
Cape Coral, Florida 33904

VICE PRESIDENT - Frank A. Riccelli
4909 Normandy Court
Cape Coral, Florida 33904

SECRETARY - Frank A. Riccelli

TREASURER - Frank A. Riccelli

ARTICLE IX

The name and address of the subscribers of these Articles of Incorporation with the amount of stock subscribed for and agreed to be taken is as follows:

Matthew J. Fisher	500 SHARES
610 S.E. 36 th Street	
Cape Coral, Florida 33904	

Frank A. Riccelli	500 SHARES
4909 Normandy Court	
Cape Coral, Florida 33904	

ARTICLE X

The Directors and officers shall be elected by shareholders at their annual meeting which will be held at the principal office of the corporation, or at such other place as may be provided by the By-Laws, or may otherwise be agreed upon.

ARTICLE XI

The street address of the initial registered office of this corporation is 1505 S.E. 40th Street, Suite B, Cape Coral, Florida, 33904, and the name of the initial registered agent of this corporation is Leigh M. Fisher.


ARTICLE XII


Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

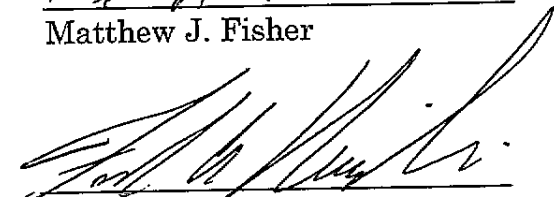
ARTICLE XIII

The initial By-Laws of this corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any

By-Law adopted by the directors. The directors may not alter, amend or repeal any By-Law which would be in conflict with the By-Laws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore mentioned, for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certify that the facts therein are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set my hand and seal at Cape Coral, Florida this 29th day of January, ~~2000~~ ²⁰⁰¹. 


Matthew J. Fisher


Frank A. Riccelli

STATE OF FLORIDA)

) SS

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 29th day of January

My commission expires:



Naray M. Fisher

Notary Public

Nancy M. Fisher

Type or Print Name of Notary

STATE OF FLORIDA)

) SS

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 29th day of January, 2000, by Frank A. Riccelli, who is personally known to me or has produced a Florida drivers license as identification and did not take an oath.

My commission expires:



Nancy M. Lisher

Notary Public

Nancy M. Fisher

Type or Print Name of Notary

I HEREBY accept appointment as agent of All Picked Up, Inc., a Florida Corporation, upon whom process, tax notice or demands may be serve

DATED this 1 day of February, 2000.

[Signature]

Leigh M. Fisher