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DEBORA L. JOHNSON
5560 ARNOLD PALMER DR UNIT #518
ORLANDO, FL 32811

FILED

01 OCT 17 PM 12:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/11/01

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*****78.75 *****78.75

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL. 32301

DEAR SIRs:

ENCLOSED, PLEASE FIND SEVENTY EIGHT DOLLARS AND SEVENTY
FIVE CENTS (\$78.75) TO COVER COST AND HANDLING OF INCORPORATION
OF:

ALWAYS UP, INC.

THANK YOU,

Debora L. Johnson
DEBORA L. JOHNSON

B. Mitchell OCT 16 2001

ARTICLES OF INCORPORATION

OF

ALWAYS UP, INC.

ARTICLE I - NAME

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THE NAME OF THIS CORPORATION IS:

ALWAYS UP, INC.

ARTICLE II - DURATION

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE UPON APPROVAL BY THE SECRETARY OF STATE OF THE STATE OF FLORIDA. THIS CORPORATION IS TO HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE III - PURPOSE

TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES.

ARTICLE IV - CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES THAT THIS CORPORATION IS AUTHORIZED TO HAVE ANY ONE TIME IS 1000 SHARES OF COMMON STOCK. EACH HAVING THE PAR VALUE OF \$1.00 (ONE DOLLAR) PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED BY THE BOARD OF DIRECTORS FROM TIME TO TIME.

ARTICLE V - INITIAL CAPITAL

THE AMOUNT OF CAPITAL STOCK WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS ONE THOUSAND DOLLARS (\$1000.00)

ARTICLE VI - ADDRESS

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS TO BE AT:

**5560 ARNOLD PALMER DR UNIT #518
ORLANDO, FL 32811
(407) 541-0705**

ARTICLE VII - DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE SHAREHOLDERS.

ARTICLE VIII - INITIAL DIRECTORS

THE NAME(S) AND ADDRESS(ES) OF THE BOARD OF DIRECTORS AND THE OFFICE(S) HELD UNTIL SUCCESSOR (S) ARE ELECTED AND HAVE QUALIFIED ARE:

NAME	OFFICE	ADDRESS
DEBORA L. JOHNSON	President	5560 ARNOLD PALMER DR UNIT ORLANDO, FL 32811

ARTICLE IX - SUBSCRIBER(S)

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER (S) OF THESE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK HE/SHE HAS AGREED TO TAKE IS AS FOLLOWS:

NAME	ADDRESS	SHARES
DEBORA L. JOHNSON	5560 ARNOLD PALMER DR UNIT #518 ORLANDO, FL 32811	1000

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

DEBORA L. JOHNSON
5560 ARNOLD PALMER DR UNIT #518
ORLANDO, FL 32811

ARTICLE XI - PRE-EMPTIVE RIGHTS

EACH SHAREHOLDER OF THE CORPORTION SHALL BE ENTITLED TO FULL PRE-EMPTIVE RIGHTS TO ACQUIRE HIS (HER) PROPORTIONAL PART OF ANY ISSUED, UNISSUED, OR TREASURY SHARES OF THE CORPORATION AT NET ASSET VALUE.

ARTICLE XII - AMENDMENT(S)

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE SHAREHOLDERS AND APPROVED AT A SHAREHOLDER'S MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE DIRECTORS AND ALL OF THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL, AND
ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION
UNDER THE LAWS OF THE STATE OF FLORIDA THIS 11TH DAY OF
OCTOBER 2001.


DEBORA L. JOHNSON

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS
IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED
DEBORA L. JOHNSON
KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON (S) WHO EXECUTED THE
FOREGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFORE
ME THAT THEY EXECUTED THOSE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY
SEAL, IN THE STATE AND COUNTY AFORESAID THIS 11TH
DAY OF OCTOBER 2001.


NOTARY



Barbara J Robinson
My Commission CC862610
Expires August 12, 2003

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING UPON WHOM PROCESS MAY
BE SERVED.**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN ACCORDANCE WITH SAID ACT:
ALWAYS UP, INC.**

**HAVING BEEN ORGANIZED UNDER :
THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT:**


**5560 ARNOLD PALMER DR UNIT #518
ORLANDO, FL 32811**

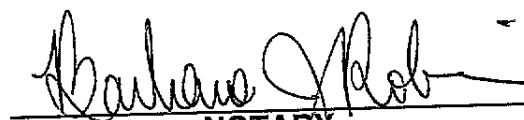
**IN THE CITY OF ORLANDO FL, COUNTY OF ORANGE, AND IN THE
STATE OF FLORIDA, AS INDICATED IN THE ARTICLES OF INCORPORATION,
HAS NAMED:**

DEBORA L. JOHNSON

IT'S AGENT TO ACCEPT PROCESS WITHIN THE STATE.

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
ACCEPT AND AGREE TO ACT IN SAID CAPACITY AND AGREE TO COMPLY WITH THE
PROVISIONS OF SAID ACT RELATIVE TO KEEPING SAID OFFICE OPEN.**


**REGISTERED AGENT
DEBORA L. JOHNSON**


NOTARY



**Barbara J Robinson
My Commission CC862810
Expires August 12, 2003**

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TALLAHASSEE, FLORIDA**