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SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 6, 2002

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

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*****70.00 *****70.00

RE: INCORPORATION OF "UPON THE WINGS, INC."

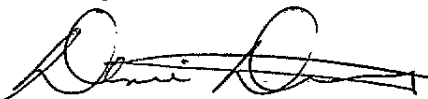
Dear Department of State:

Enclosed are an original and one copy of the Articles of Incorporation for the above proposed corporation. Additionally, enclosed is a check in the amount of \$70.00 in payment of the following fees:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Total	<hr/> \$70.00

Please file the original Articles and return the copy stamped filed to me at the above address.

Sincerely,



Denise A. D. Dumornay
Attorney

Enclosures

✓ 02-20-02
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**ARTICLES OF INCORPORATION
OF
UPON THE WINGS, INC.**

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of becoming a Corporation under the laws of the State of Florida, and do make, subscribe, acknowledge, and file with the Secretary of State the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be: **UPON THE WINGS, INC.**

ARTICLE II

The principal office for the transactions of the business of this Corporation shall be located in the County of Broward, State of Florida. The initial business address of the Corporation shall be 1496 Avon Lane, Apt 1127, North Lauderdale, Florida 33068. The mailing address shall be P.O. Box 573, Boca Raton, Florida 33429.

ARTICLE III

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE IV

The general purposes for which the Corporation is being formed are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

1. To engage in small business or management and production and to conduct any and all other lawfully authorized business associated with the same.
2. To acquire and maintain by purchase, lease, gift, device or otherwise all kinds and classes of real, personal or mixed property.
3. To borrow money in such amounts and for such periods of time and upon such terms and conditions as may be considered for the best interest of the Corporation, and to make, execute and deliver such promissory notes, bonds, and other evidence of indebtedness, with or without security, (including the issuance of script) and to make, execute and deliver all necessary, proper or required deeds, conveyances, mortgages, or other instruments securing the payments of the said indebtedness.
4. To do any and all things needful and necessary to be done, which are lawful, in connection with the above objects.

ARTICLE V

The Corporation shall have all powers conferred by the laws of Florida for profit corporations.

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ARTICLE VI

The number of shares the Corporation is authorized to issue is 1,000 shares.

ARTICLE VII

The Officers of the Corporation may be a President, Vice President, Secretary and Treasurer. The names of the initial Officers who shall serve until the first election under the Articles of Incorporation are as follows:

JENNIFER FREDERICKS

President/Treasurer/Secretary

ARTICLE VIII

The Corporation shall consist of an initial Board of Directors of one (1) member. The number of Directors herein provided may be changed by a by-law duly adopted, but shall not be less than one (1). The Directors shall be elected and hold office in accordance with the Bylaws.

The names and addresses of the initial Directors who, shall serve until the selection of their successors are:

JENNIFER FREDERICKS

1496 Avon Lane, Apt 1127
North Lauderdale, Florida 33068

ARTICLE IX

The Registered Agent of the Corporation shall be JENNIFER FREDERICKS and the location of the Registered Office of the Corporation shall be 1496 Avon Lane, Apt 1127, North Lauderdale, Florida 33068.

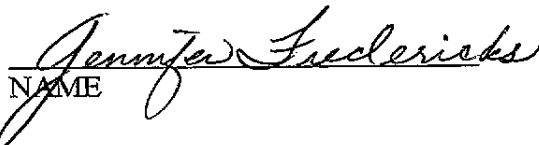
ARTICLE X

The name and address of the Incorporator is:

JENIFER FREDERICKS

1496 Avon Lane, Apt 1127
North Lauderdale, Florida 33068


IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, I, the undersigned, constituting the Incorporator of this Corporation have instituted these Articles of Incorporation this 7th day of February, 2002.


NAME

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

I **HEREBY CERTIFY** that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, JENNIFER FREDERICKS, known to me and known to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 7th day of February, 2002.


NOTARY PUBLIC

My Commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida:

1. The name of the Corporation is:

UPON THE WINGS, INC.

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

JENNIFER FREDERICKS
1496 Avon Lane, Apt 1127
North Lauderdale, Florida 33068

SIGNATURE Jennifer Fredericks
TITLE PRESIDENT
DATE 2/7/02

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Jennifer Fredericks
DATE 2/7/02

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TALLAHASSEE, FLORIDA

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