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Matt Weinstein

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

April 19, 2002

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-05/08/02--01032--004
*****70.00 *****70.00

RE: Articles of Incorporation for
COMMUNITY UPLIFT CORPORATION, INC.

Gentlemen:

Enclosed are proposed Articles of Incorporation and the Acceptance of Designation as Registered Agent for the Corporation named above. My check for \$70.00 is also enclosed to cover the Registered Agent and filing fees. A certified copy of the Articles is not necessary.

Please prepare a receipt for this corporation, and return it and the Charter number to this office at your convenience.

Thank you for your assistance in this matter.

Very Truly Yours,



MATT WEINSTEIN

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY -8 AM 10:45

Max

Encl: Articles, Designation, check

ENCLOSURE

MAY 13

ARTICLES OF INCORPORATION
of
COMMUNITY UPLIFT CORPORATION

Article I - Name

The name of this Corporation is:
COMMUNITY UPLIFT CORPORATION

Article II - Principal Office and Mailing Address

The principal office and mailing address of the Corporation shall be:
1634 N.E. 171st St., North Miami Beach, FL 33162

Article III - Duration

This Corporation shall have perpetual existence, commencing on the date of filing of these Articles.

Article IV - Purpose

This Corporation is organized for the purpose of engaging in the provision of services; in the import, export, manufacture, purchase and sale of wholesale and retail goods and in any business permitted by law.

Article V - Powers

The Corporation shall have all the Corporate Powers enumerated in the Florida General Corporations Act, Florida Statutes, Chapter 607, et. seq.

Article VI - Capital Stock

This Corporation is authorized to issue three thousand shares of no par value common stock. Said stock shall be issued pursuant to a plan under §1244 of the Internal Revenue Code of 1964 as amended by the Small Business Tax Revision Act of 1968. All of said Stock shall be payable in cash, services or property other than stock or securities in lieu of cash at a just valuation to be determined by the Board of Directors.

Article VII - Rights of Shareholders

Except as otherwise provided by law, the entire voting power for the selection of Directors, the adoption of By-Laws, and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares. At their option the affairs of the Corporation may be managed by the Shareholders.

Article VIII - Initial Registered Office and Agent

The Street Address of the Initial Registered Office of this Corporation is:

1634 N.E. 171st St., North Miami Beach, FL 33162

The initial Registered Agent of the Corporation at that address is: MARIANNE NAPOLITANO

FILED
SECRETARY OF FLORIDA
TALLAHASSEE
02 MAY - 8 AM 10:45

Article IX - Incorporator

The name and address of the person signing these Articles of Incorporation is:
MARIANNE NAPOLITANO, 1634 N.E. 171st St., North Miami Beach, FL 33162.

Article X - Directors

The names and addresses of the initial Board of Directors are:
KATHRYN MALIE, 517 Holly Drive, Sebring, FL 33876
MARIANNE NAPOLITANO, 1634 N.E. 171st St., North Miami Beach, FL 33162.
DAVID DiFILLIPO, P.O. Box 773, Lawrence MA 01842

Article XI - Officers

The names and addresses of the initial officers are set forth below. They shall serve until their successors are elected and qualified:

KATHRYN MALIE, 517 Holly Drive, Sebring, FL 33876; President
MARIANNE NAPOLITANO, 1634 N.E. 171st St., North Miami Beach, FL 33162; Secretary
DAVID DiFILLIPO, P.O. Box 773, Lawrence MA 01842; Vice President and Treasurer

Article XII - Amendment

This Corporation reserves the right to amend or repeal, in the manner provided by law, the provisions contained in these Articles or any Amendments thereto, and any rights conferred upon Shareholders is subject to this reservation.

IN WITNESS WHEREOF the Undersigned Incorporator has executed these Articles of Incorporation this 24 day of April, 2002, in the County of Miami-Dade and State of Florida.

Marianne Napolitano
INCORPORATOR, MARIANNE NAPOLITANO

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared: MARIANNE NAPOLITANO, who, being known by and to me, or who produced the following identification:
executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same for the purposes therein expressed.

WITNESS my hand and seal this 24 day of April, 2002.



Marlen D. Hecheverria
Commission # DD083085
Expires July 13, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

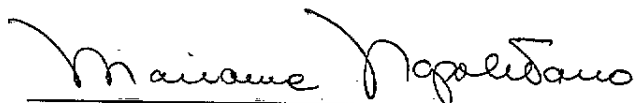
Marlen D. Hecheverria
Notary Public, State of Florida, Comm:
Print name of Notary: Marlen D. Hecheverria

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

The Undersigned hereby accepts Designation as the Initial Registered Agent of
COMMUNITY UPLIFT CORPORATION

I understand that I shall remain as Registered Agent until I have either resigned or a successor has been appointed by the Corporation and that no such resignation or succession is effective until both the Corporation and the Secretary of State of Florida have been notified in the manner required by law. I understand that as Registered Agent I am required to be available at the Registered Office of the Corporation during normal business hours for receipt of Process and for such other purposes as required by Florida Statutes.

Signed this 24 day of April, 2002.



REGISTERED AGENT, MARIANNE NAPOLITANO

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY -8 AM 10:45