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JAN 29 2003

**TRANSMITTAL LETTER**

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

**SUBJECT:** MOVING UP, INC.  
*(Proposed Corporate Name)*

*Enclosed is an original and (1) copy of the Articles of Incorporation and our check  
for \$ 78.75.*

**FROM:** MOVING UP, INC.  
JUDITH T. PALLAI  
10930 US 1, N. Suite 1  
St. Augustine, FL. 32085

*Note: Please provide the original and one copy of the Articles.*

ARTICLES OF INCORPORATION  
OF

MOVING UP, INC.

ARTICLE I - NAME

The name of this corporation is: MOVING UP, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, all in keeping with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$10.00 par value common stock which shall be designated "Common Stock."

ARTICLE V - PRE-EMPTIVE RIGHTS

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

ARTICLE VI - REGISTERED OFFICE, MAILING OFFICE,  
AND REGISTERED AGENTS OFFICE

The street of the initial registered office, mailing office, and registered agent's office of this corporation is 10930 US 1, N. Suite 1 St. Augustine, Florida 32085.

The name of the initial registered agent of this corporation is JUDITH T. PALLAI.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

NAME

ADDRESS

PRESIDENT/VPRES./SEC./TREAS.

JUDITH T. PALLAI

50000 San Jose Blvd. #173  
Jacksonville, FL. 32207

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SECTION 201  
DIVISION OF CORPORATIONS

ARTICLE VIII - INCORPORATORS

NAME

ADDRESS

JUDITH T. PALLAI

5000 SAN JOSE BLVD. #173  
JACKSONVILLE, FL. 32207

ARTICLE IX - INDEMNIFICATION

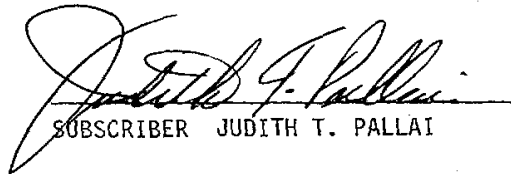
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these

Articles of Incorporation this 9th day of January, 2003.

A handwritten signature in cursive script, appearing to read "Judith T. Pallai", is written over a horizontal line.

SUBSCRIBER JUDITH T. PALLAI

\_\_\_\_\_  
SUBSCRIBER

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 43.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST- THAT MOVING UP, INC.

desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of St. Augustine State of Florida, has named JUDITH T. PALLAI, located at 10930 US 1, N. Suite 1, St. Augustine, FL. 32085 as its agent to accept service of process within Florida.

SIGNATURE

JUDITH T. PALLAI

TITLE: PRESIDENT

DATE: JANUARY 9, 2003

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CAPTIONED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE

REGISTERED AGENT JUDITH T. PALLAI

DATE: JANUARY 9, 2003

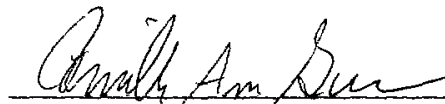
STATE OF FLORIDA

COUNTY OF ST. JOHN

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JUDITH T. PALLAI

known to be and known by me to be the person (s) who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 9th day of January, 2003.



NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE



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DIVISION OF CORPORATIONS  
SECRETARY OF STATE