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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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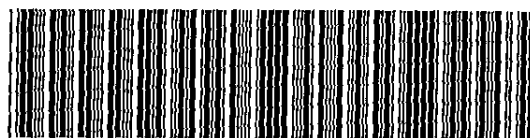
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
400019573524
06/04/03

06/04/03--01042--001 *\$78.75

EFFECTIVE DATE
05-30-03

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ADAM R. SCHIFFMAN, P.A.

ATTORNEYS AT LAW

CONCORDE CENTRE II • SUITE 900
2999 NORTHEAST 191 STREET
AVENTURA, FLORIDA 33180

DADE (305) 682-1328
FAX (305) 682-0063

ADAM R. SCHIFFMAN

March 30, 2003

FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: POWER UP COMPUTERS, INC.

Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation for POWER UP COMPUTERS, INC.

Enclosed also is my client's check in the amount of \$78.75 which covers the fee for filing and a certified copy. Please return the certified copy of the Articles to the undersigned, using the enclosed self-addressed Federal Express envelope, as soon as possible.

Your early attention to this matter will be appreciated.

Very truly yours,



ADAM R. SCHIFFMAN

EFFECTIVE DATE
05-30-03

ARS:sk
encls.

ARTICLES OF INCORPORATION
OF
POWER UP COMPUTERS, INC.

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be: —

POWER UP COMPUTERS, INC.

The Corporation's address is: —

3812 S.W. 68th Way
Miramar, Florida 33023

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TALLAHASSEE, FLORIDA

ARTICLE II

DURATION

The corporation shall commence its existence on May 30, 2003, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

EFFECTIVE DATE
05-30-03

It is the purpose of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of the Corporation is:

Adam R. Schiffman, Esquire
2999 N.E. 191st Street, Suite 900
Aventura, Florida 33180

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TALLAHASSEE FLORIDA

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator


Adam R. Schiffman, Esquire
2999 N.E. 191st Street, Suite 900
Aventura, Florida 33180

ARTICLE VII

INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of May, 2003.



ADAM R. SCHIFFMAN, ESQUIRE

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of his duties.

DATED this 30th day of May, 2003.



ADAM R. SCHIFFMAN, ESQUIRE

STATE OF FLORIDA

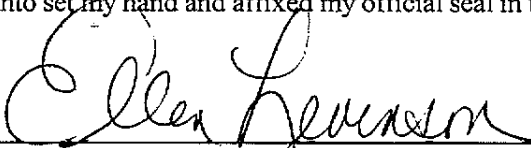
:
: SS.

COUNTY OF MIAMI-DADE

:

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared Adam R. Schiffman, Esquire, known to me and known to be the person who, as Incorporator and Registered Agent, executed the foregoing Articles of Incorporation of POWER UP COMPUTERS, INC., and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 30th day of May, 2003.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

