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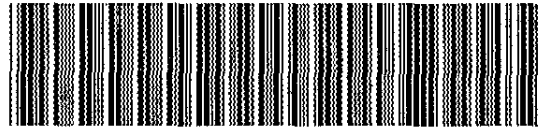
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/25

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August 16, 2004

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

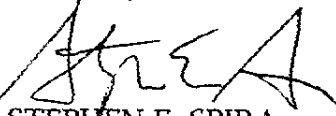
Re: CustomUp, Inc.

Dear Secretary of State:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced company along with our original filing fee in the amount of \$78.75 to cover the filing fee and one certified copy of the Articles. I am also providing a self-addressed, stamped envelope for your use in forwarding the certified copy requested.

Thank you for your assistance in this matter.

Sincerely,



STEPHEN E. SPIRA

SES/jlt
Enclosures

**ARTICLES OF INCORPORATION
OF
CustomUp, Inc.**

THE UNDERSIGNED, subscriber to these Articles of Incorporation, a natural person, competent to contract, forms a corporation under the laws of the State of Florida; and further agrees to the following conditions of said corporation.

ARTICLE I - NAME

The name of this corporation is: CustomUp, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing with the date of acknowledgment of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue 1000 shares of common stock, having a par value of \$1.00 per share.

No shareholder shall divest himself of any of the shares without first giving the other shareholders the opportunity to purchase the shares of stock to be sold. Other shareholders shall have thirty (30) days from the date of said offer to reject or purchase the shares offered for sale.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

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TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 4185 WEST NEW HAVEN AVENUE, WEST MELBOURNE, FLORIDA 32904.

The name and address of the initial registered agent of this corporation is: THOMAS CROSSWHITE, 4185 WEST NEW HAVEN AVENUE, WEST MELBOURNE, FLORIDA 32904.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws. The name and address of the initial Directors of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS CROSSWHITE	4185 WEST NEW HAVEN AVENUE WEST MELBOURNE, FL 32904
RAYMOND CROSSWHITE	2816 GUS GRISSOM DRIVE HUNTSVILLE, AL 35810

ARTICLE VIII

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS CROSSWHITE	4185 WEST NEW HAVEN AVENUE WEST MELBOURNE, FL 32904

ARTICLE IX

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided for by the By-Laws.

The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President	-	THOMAS CROSSWHITE
Vice President	-	THOMAS CROSSWHITE

Treasurer - THOMAS CROSSWHITE

Secretary - THOMAS CROSSWHITE

The officers shall be elected at the annual meeting of the Board of Directors, or as provided in the By-Laws.

ARTICLE X - BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE XI - MANAGEMENT OF THE CORPORATION BY THE SHAREHOLDERS

All management powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed the Articles of Incorporation, this 16 day of August, 2004.

Thomas R. Crosswhite
THOMAS CROSSWHITE

DESIGNATION OF REGISTERED AGENT

I HEREBY ACCEPT the designation as Registered Agent of CustomUp, Inc.

Thomas Crosswhite
THOMAS CROSSWHITE

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TALLAHASSEE, FLORIDA