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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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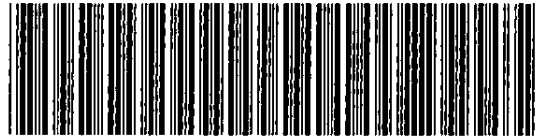
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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5/18

GUEST•PEAVY•GUEST

CPA'S & COMPANY

50 KINDRED STREET - SUITE 303
STUART, FLORIDA 34994
(772) 286-9005 • FAX (772) 286-5030

May 13, 2008

Secretary of State
Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32319

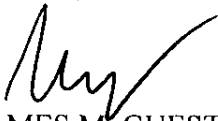
RE: Articles of Incorporation
GearUp.com, Inc.

Dear Sir/Madam:

In reference to the party mentioned above, please find enclosed the original and one copy of the Articles of Incorporation to be filed with the Secretary of State, State of Florida. Also enclosed is my check in the amount of \$87.50, which represents \$35.00 for the filing fee, \$35.00 for the Registered Agent Fee, \$8.75 for the Certified Copy and \$8.75 for the Certificate of Status. Please return the certified copy of the Articles of Incorporation.

If you have any questions, please feel free to contact me.

Sincerely,



JAMES M. GUEST, CPA

ARTICLES OF INCORPORATION
OF

GearUp.com, Inc.

I, the undersigned, as a proper person acting as incorporator of a Corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of the Corporation is:

GearUp.com, Inc.

ARTICLE II
TERM OF EXISTENCE

The period of its duration is: The Corporation shall have perpetual existence.

ARTICLE III
NATURE OF BUSINESS

The purpose of the Corporation is: The general nature of the business is to be transacted by this Corporation is to engage in any all business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of authorized shares of this Corporation is: Three Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

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ARTICLE V
REGISTERED AGENT

The address of the initial registered office of this Corporation is:

**50 KINDRED STREET.SUITE 303
STUART, FL 34994**

and the name of its initial registered agent at such address is:

**JAMES M. GUEST
GUEST, PEAVY, GUEST CPA & COMPANY, INC.
50 KINDRED STREET.SUITE 303
STUART, FL 34994**

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

Address of the principal place of business is:
**50 KINDRED STREET, STE 303
STUART, FL 34994**

ARTICLE VII
INITIAL DIRECTOR

The number of directors constituting the initial Board of Directors of the Corporation is: ONE (1) and the name and address of the persons who is to serve as Directors until its first annual meeting of shareholders or until their successor are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
ANTHONY WHEELER	50 KINDRED STREET, STE 303 STUART, FL 34994

ARTICLE VIII

INCORPORATOR

The name and address of each incorporator is:

NAME

ADDRESS

ANTHONY WHEELER



**50 KINDRED STREET, STE 303
STUART, FL 34994**

ARTICLE IX

INITIAL OFFICERS

The person or persons named below as Initial Officers shall hold their respective offices for the first year of existence of this Corporation or until a successor is elected or appointed and has qualified, whichever occurs first:

PRESIDENT

ANTHONY WHEELER

VICE PRESIDENT

ANTHONY WHEELER

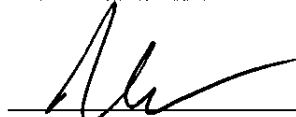
SECRETARY

ANTHONY WHEELER

TREASURER

ANTHONY WHEELER

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation, this 13 day of May, 2008.


JAMES GUEST

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

Pursuant to Chapter 607.0501 Florida Statutes, the following is submitted in compliance with said Act:

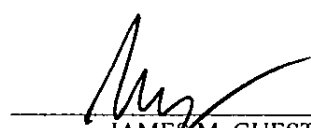
That
GearUp.com, Inc.

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in Stuart, County of Martin, State of Florida, has named JAMES M. GUEST, GUEST, PEAVY, GUEST CPA & COMPANY, INC. located at 50 Kindred Street, Ste. 303, Stuart, FL, of Martin County, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 13th day of May, 2008.


JAMES M. GUEST

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TALLAHASSEE, FLORIDA