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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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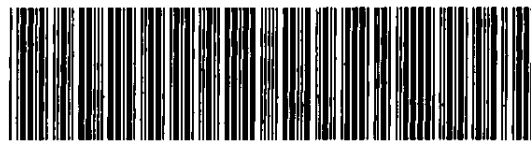
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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APPROVED
AND
FILED

10 MAY 19 PM 1:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VH

COVER LETTER

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

SUBJECT: Certificate of Domestication for PowerUp Games, Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ <u>78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status \$ 8.75

PowerUp Games, Inc.
Name (printed or typed)

731 Duval Station Rd Ste 107-277
Address

Jacksonville, FL 32218
City, State & Zip

310-594-3464
Daytime Telephone Number

info@PowerUpGames.com
E-mail address: (to be used for future annual report notification)

CERTIFICATE OF DOMESTICATION

The undersigned, Bradley L Baker, President & CEO,
(Name) (Title)

of PowerUp Games, Inc. a foreign corporation,
(Corporation Name)

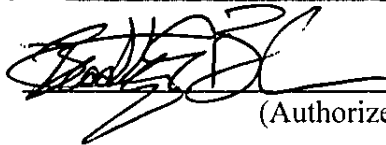
in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was 9 May, 2007.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was State of Utah.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was PowerUp Games.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is PowerUp Games.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was 113 Teal Rd, Saratoga Springs, Utah 84045.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of PowerUp Games, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done

so this the 17 day of May, 2010



(Authorized Signature)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 MAY 19 PM 1:00

APPROVED
AND
FILED

Filing Fee:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION
IN COMPLIANCE WITH CHAPTER 607, F.S.

APPROVED
AND
FILED

10 MAY 19 PM 1:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

PowerUp Games, Inc.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS/ MAILING ADDRESS IS:

731 Duval Station Rd, Ste 107-277, Jacksonville, FL 32218

ARTICLE III PURPOSE

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED: The Corporation is organized for the purpose of developing and providing intellectual resources and services pertaining to the research, development, testing and marketing of technical and consumer goods. Additionally, the corporation may engage in any lawful act or activity for which corporations may be organized.

ARTICLE IV SHARES

THE NUMBER OF SHARES OF STOCK IS:

1,000,000 shares of common stock with no-par value per share. The common stock of the corporation shall bear unlimited voting rights and shall be entitle the combined owners thereof to receive the net assets of the corporation upon dissolution.

ARTICLE V INITIAL DIRECTORS AND/ OR OFFICERS

THE NAME(S) AND ADDRESS(ES) AND SPECIFIC TITLES:

Bradley L Baker 731 Duval Station Rd Ste 107-277, Jacksonville, FL 32218

Kristen S Baker 731 Duval Station Rd Ste 107-277, Jacksonville, FL 32218

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

THE **NAME AND FLORIDA STREET ADDRESS** (P.O. BOX NOT ACCEPTABLE) OF THE REGISTERED AGENT IS:

Bradley L Baker 5831 Begonia Rd, Jacksonville, FL 32209

ARTICLE VII INCORPORATOR

THE **NAME AND ADDRESS** OF THE INCORPORATOR IS:

Bradley L Baker 5831 Begonia Rd, Jacksonville, FL 32209

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR WITH AND
ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.



Signature/Registered Agent

17-MAY-2010

Date



Signature/Incorporator

17-MAY 2010

Date