

P95000018469

Charter Number Only

3-2-95
#506
Leonil Barnett, P.A.
3191 Coral Way
Miami, FL 33145
443-7887

PROVISION OF CORPORATION

ATION ONLY

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****122.50 ****122.50

CORPORATION(S) NAME

UP AND AWAY, Inc.

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800 TOLL FREE: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Will Wait | <input type="checkbox"/> Mail Out | <input type="checkbox"/> Mail Out |

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H. S. MAR - 3 1995

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W95-4805



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 3, 1995

EMPIRE

MIAMI, FL

SUBJECT: UP AND AWAY, INC.
Ref. Number: W95000004805

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We have received your document for UP AND AWAY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Hope Sims
Corporate Specialist

Letter Number: 495A00009665

ARTICLES OF INCORPORATION

OF

UP AND AWAY, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

I. NAME

The name and principal address of this corporation is:

UP AND AWAY, INC. 2000 TOWERSIDE TERRACE PH.7

MIAMI FLORIDA 33138

II. DURATION

The period of its duration is perpetual.

III. CAPITAL STOCK

The corporation is authorized to issue shares, all of one class, at \$1.00 par value. This stock will be considered to be section 1244 stock.

IV. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

**LIONEL BARNET, ESQUIRE
3191 CORAL WAY, SUITE 406
MIAMI, FLORIDA 33145**

V. PURPOSE

The general purpose for which the corporation is organized shall include any and all business for which corporation may be incorporated under F.S. Section 607, which are lawful under the laws of the State of Florida or the United States of American.

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VI. INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than (1).

The name and address of the initial director of this corporation is: Carole Bernard
2000 Towerside Terrace Ph. 7
Miami, Florida 33138

VII. INCORPORATOR

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

Carole Bernard
2000 Towerside Terrace Ph. 7
Miami, Florida 33138

VIII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

IX. INDEMNIFICATION

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

X. INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary

of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI. AMENDMENT OF ARTICLES

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

XII. NON-RESIDENT DIRECTORS

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

XIII. DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.

XIV. PREEMPTIVE RIGHTS

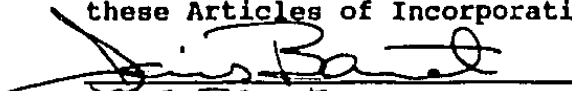
Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series or stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive to treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares,

and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

XV. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.


JANIS BARNET

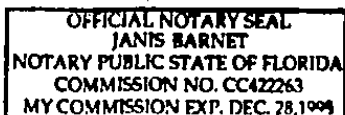

CAROLE BERNARD

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared **CAROLE BERNARD**, and to me known to be the person who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
2nd day of MARCH 1995.


NOTARY PUBLIC Janis Barnett



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - That UP AND AWAY, INC.,

desiring to organize under the laws of the State of Florida, with its principal offices, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named as its agent to accept service within this state, **LIONEL BARNET** located at **3191 CORAL WAY, SUITE 406, MIAMI, FLORIDA 33145.**

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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



LIONEL BARNET, Resident Agent