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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: UP RIGHT SIGNS, INC.

FAX AUDIT NUMBER: H96000002858

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ARTICLES OF INCORPORATION

OF

UP RIGHT SIGNS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of this Corporation shall be UP RIGHT SIGNS, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 4145 El Prado Boulevard, Miami, Florida 33133.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 500 hundred (500) shares having a par value of one (\$1.00) dollar per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Richard Henderson, who resides at 4145 El Prado Boulevard, Miami, Florida 33133.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Richard Henderson, who resides at 4145 El Prado Boulevard, Miami, Florida 33133.

COLEEN O'LEARY HENDERSON
255 ALHAMBRA CIRCLE # 610
CORAL GABLES, FL 33134
(305) 860-0514

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ARTICLE VI: DIRECTORS

There shall be two directors of the corporation whose names and addresses are as follows: Richard Henderson, who resides at 4145 El Prado Boulevard, Miami, Florida 33133.

ARTICLE VII: GENERAL PROVISIONS

(a) A director of the Corporation may transact business, borrow, lend or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(b) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VIII: MANAGEMENT OF CORPORATION BY SHAREHOLDERS

Pursuant to Florida Statutes §607.0801(3), all corporate business of the Corporation shall be exercised by or under the authorization of the shareholders. The business affairs of the Corporation shall be managed by the shareholders.

The undersigned has executed these Articles of Incorporation this 28 day of February, 1996.


RICHARD HENDERSON, Incorporator

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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, personally appeared RICHARD HENDERSON, to me well known and known to me to be the persons described as Incorporator in the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 28 day of February, 1996.

Coleen O. Henderson
Notary Public, State of Florida
at Large

(PLEASE PRINT) _____

Serial Number:



OFFICIAL SEAL
Coleen O. Henderson
My Commission Expires
May 18, 1997
Comm. No. 00287618

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Prepared by:
Coleen O. Henderson, Esq.
1836 S.W. 22nd Terrace
Miami, Florida 33145

H 960000 02858

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

UP RIGHT SIGNS, INC.

2. The name and address of the registered agent and office is:

RICHARD HENDERSON, who resides at 4145 El Prado Boulevard,
Miami, Florida 33133.

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 HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


RICHARD HENDERSON

TITLE

Incorporator

DATE

2/28/96

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, personally appeared RICHARD HENDERSON, to me well known and known to me to be the persons described as Incorporator in the

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foregoing Articles of Incorporation and he acknowledged to and before me that
he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 28 day of February, 1996.


Notary Public, State of Florida
at Large

[PLEASE PRINT] _____

Serial Number:



OFFICIAL SEAL
Coleman G. Henderson
My Commission Expires
May 18, 1997
Comm. No. CC 227616

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TALLAHASSEE, FLORIDA
CLERK OF STATE

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