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FILED
96 APR -1 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOEL H. FIELDMAN
ANDREW MERLO

MERIDETH WATSON-TRAUICK
CERTIFIED LEGAL ASSISTANT

March 27, 1996

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

Re: Uptick Partners, Inc.

Dear Clerk:

Enclosed please find check #2636 in the amount of \$122.50 representing the filing fee for the enclosed Articles of Incorporation.

Please forward acknowledgement of filing for the Articles to this office.

Very truly yours,

Merideth Watson-Trawick

Merideth Watson-Trawick
Certified Legal Assistant

MWT/pt
Enclosure

uptick\secy.ltr

B. BROWN APR - 5 1996

ARTICLES OF INCORPORATION

OF

UPTICK PARTNERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME. The name of the corporation is UPTICK PARTNERS, INC. with its principal place of business at 433 Plaza Real, #165, Boca Raton, FL 33432.

ARTICLE II. DURATION. The duration of the corporation is perpetual.

ARTICLE III. PURPOSE. The corporation is organized in order to engage in any lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. DIRECTORS. There shall be two (2) members of the initial Board of Directors of the corporation, who will serve until the first election of Directors. The names and addresses of the initial Directors are as follows:

STEVE ROBERTS	433 Plaza Real, #165 Boca Raton, FL 33496
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LARRY WILLIAMS	433 Plaza Real, #165 Boca Raton, FL 33496
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ARTICLE V. OFFICERS. The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

STEVE ROBERTS President	433 Plaza Real, #165 Boca Raton, FL 33496
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LARRY WILLIAMS Treasurer/Secretary	433 Plaza Real, #165 Boca Raton, FL 33496
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ARTICLE VI. REGISTERED AGENT. The initial registered agent of

the corporation shall be located at 4800 N. Federal Highway, Suite 207D, Boca Raton, FL 33431. The initial registered agent of the corporation at that address shall be JOEL H. FELDMAN.

ARTICLE VII. CAPITAL STOCK. The maximum number of shares that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE VIII. SUBSCRIBER. The name and street address of the subscriber to these Articles of Incorporation is JOEL H. FELDMAN, Joel H. Feldman, P.A., 4800 N. Federal Highway, Suite 207-D, Boca Raton, FL 33431.

ARTICLE IX. ACCEPTANCE OF REGISTERED AGENT. I, JOEL H. FELDMAN, hereby accept appointment as Registered Agent of UPTICK PARTNERS, INC.


JOEL H. FELDMAN


IN WITNESS WHEREOF, I have subscribed my name on this 15 day of April, 1996.

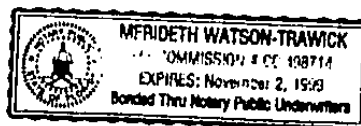

JOEL H. FELDMAN

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared JOEL H. FELDMAN, to me known to be the person described in and who executed the foregoing instrument, acknowledged before me that he executed the same for the purposes therein expressed and who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 15 day of April, 1996.


NOTARY PUBLIC



FILED
15 APR - 1 PM 3:19
CLERK OF COURT
STATE OF FLORIDA