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TO: DIVISION OF CORPORATIONS
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STATE OF FLORIDA
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TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 31-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H96000009095))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HEADS UP INVESTMENTS, INC.

FAX AUDIT NUMBER: H96000009095 CURRENT STATUS: REQUESTED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000009045

ARTICLES OF INCORPORATION

of

HEADS UP INVESTMENTS, INC.

ARTICLE I - CORPORATE NAME & ADDRESS

The name and address of the corporation is Heads Up Investments, 317 S.W. 13th Street, Ft. Lauderdale, Fl 33315.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of One Dollar ($1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 317 S.W. 13th Street, Ft. Lauderdale, Fl 33315 and the name of the initial registered agent of this corporation at that address is John H. Zeek.

H96000009045

Stanley S. Feinerman, Enrolled Agent (954) 462-6045
790 E. Broward Blvd., Suite 302
Ft. Lauderdale, Fl 33301

(5)

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one . The name and address of the initial directors of this corporation is:

Name: John H. Zeek

Address: 317 S.W. 13th Street
Ft. Lauderdale, Fl 33315

Name:

Address:

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is John H. Zeek, 317 S.W. 13th Street, Ft. Lauderdale, Fl 33315.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th Day of June 1996.

John H Zeek, President

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STATE OF FLORIDA:

COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared John N. Seek known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who has produced identification as shown below and did take an oath and who acknowledged his/her execution of the foregoing Articles of Incorporation to be his/her free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and county aforesaid, this 26th Day of June, 1996.

Notary Public
State of Florida at Large

OFFICIAL NOTARY SEAL
DIANA CIGANY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. [illegible]
MY COMMISSION EXP. [illegible]

NOTARY CHECK ONE:

(X) PERSON SIGNING DOCUMENT PERSONALLY KNOWN TO ME.

( ) PERSON SIGNING DOCUMENT PROVIDED THE FOLLOWING FORM OF IDENTIFICATION:

Type: ______________________

Serial No.: ______________________

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CERTIFICATE DESIGNATING (OR CHANGING) 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 607.34 of the Florida Statutes, the following is submitted, in compliance with said act:

First that Heads Up Investments, Inc. desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation at the City of Ft. Lauderdale County of Broward State of Florida has named John H. Zeck located at 317 S.W. 13th Street, Ft. Lauderdale, Fl 33315 County of Broward, State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

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

By: John H Zeck

Registered Agent

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TALLAHASSEE, FLORIDA

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