

P96000061084

LEAKE & ANDERSSON, L.L.P.

ATTORNEYS AT LAW

1700 ENERGY CENTRE

1100 POYDRAS STREET

NEW ORLEANS 70163-1701

TELEPHONE (504) 585-7775

(504) 585-7500

KEVIN O'BRYON

May 28, 1996

8000001847308
-06/03/96--01041--007
*****78.75 *****78.75

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

RE: Fed Up, Inc.
My file: 1740-32204

Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the referenced corporation, along with our check in the amount of \$78.75. Please return a certificate to me at the address below:

Kevin O'Bryon
Leake & Andersson, L.L.P.
1700 Energy Centre
1100 Poydras Street
New Orleans, LA 70163-1701
(504) 585-7500

~~496-11959~~

Sincerely yours,

KOB

Kevin O'Bryon

KOB:smb
enclosures

96 JUL 19 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Dmc
6/5/96

Call 7-16-96 to
Correct page 5.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 5, 1996

KEVIN O'BRYON, ESQ.
LEAKE & ANDERSSON, L.L.P.
1100 POYDRAS STREET, 1700 ENERGY CENTRE
NEW ORLEANS, LA 70163-1701

SUBJECT: FED UP, INC.
Ref. Number: W96000011959

We have received your document for FED UP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please designate one registered agent in the 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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 896A00028213

LEAKE & ANDERSSON, L.L.P.

ATTORNEYS AT LAW
1700 ENERGY CENTRE
1100 POYDRAS STREET
NEW ORLEANS 70163-1701

TELEPHONE: (504) 585-7775
(504) 585-7500

KEVIN O'BRYON

July 10, 1996

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

RE: Fed Up, Inc.
My file: 1740-32204

Dear Sir:

Enclosed for resubmission please find duplicate originals of the Articles of Incorporation for the referenced corporation, together with your correspondence dated June 5, 1996 returning the original submission and acknowledging receipt of payment in the amount of \$78.75.

Please return one original conformed with evidence of filing and a certificate of incorporation to me at the address below:

Kevin O'Bryon
Leake & Andersson, L.L.P.
1700 Energy Centre
1100 Poydras Street
New Orleans, LA 70163-1701
(504) 585-7500

Sincerely yours,


Kevin O'Bryon

KOB:smb
enclosures

LEAKE & ANDERSSON, L.L.P.

ATTORNEYS AT LAW

1700 ENERGY CENTRE

1100 POYDRAS STREET

NEW ORLEANS 70163-1701

TELEPHONE: (504) 585-7775

(504) 585-7800

KEVIN O'BRYON

July 16, 1996

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

Attn.: Doris McDuffie, Corporate Specialist Supervisor


RE: Fed Up, Inc.
My file: 1740-32204

Dear Ms. McDuffie:

Enclosed please find a revised version of page five of the Articles of the referenced Corporation, in duplicate original. Please substitute the revised page five in place of the original page five which featured two Registered Agent names.

Thank you for catching my error.

Sincerely yours,


Kevin O'Bryon

KOB:smb
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

Fed Up, Inc.

The undersigned, acting pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

Fed Up, Inc.

ARTICLE II

PURPOSE

The purpose of the corporation shall be to engage in any lawful activity for which corporations may be formed under the laws of the State of Florida.

ARTICLE III

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV

CAPITAL

The Corporation is hereby authorized to issue an aggregate of Twenty-five thousand (25,000) shares of capital stock all of which shall be designated as common stock and shall have no par value.

ARTICLE V

ISSUANCE OF STOCK

Without any necessity of action by the shareholders, previously authorized but unissued shares of stock of the corporation may be issued from time to time by the Board of Directors, and any and all shares so issued and paid for shall be deemed fully paid stock and not liable to any further assessment or call, and the holder of such shares shall not be liable for any further payment thereon. Shareholders shall not be personally liable for debts of the corporation.

ARTICLE VI

PRE-EMPTIVE RIGHTS

The shareholders of this Corporation shall have pre-emptive rights.

ARTICLE VII

SPECIAL MEETINGS

Special meetings of shareholders may be called by the president or by a majority of the Board of Directors.

ARTICLE VIII

DIRECTORS

NUMBER OF DIRECTORS: The number of directors shall be two, initially, but may be changed to any number from one to seven, inclusive, by a 90% vote of the voting shares at an annual or special meeting of shareholders.

PROXIES: Any director absent from a meeting of the board of directors or any committee meeting thereof, may be represented by any other director of the Corporation who may cast the absent director's vote according to his or her written instructions, general or specific.

ARTICLE IX

AMENDMENT OF ARTICLES

These articles may be amended or modified only by vote of ninety (90%) percent or more of the then voting shares of all classes of capital stock.

ARTICLE X

CUMULATIVE VOTING

In the election of directors, each shareholder of record shall have the right to multiply the number of votes to which he or she is entitled by the number of directors to be elected, and to cast all such votes for one candidate, or distribute them among any two or more candidates.

ARTICLE XI

SHAREHOLDER CONSENT

Whenever the affirmative vote of shareholders is required to authorize or constitute corporate action, the consent in writing to such action signed only by shareholders holding that proportion of the total voting power on the question which is required by law or by these Articles of Incorporation, whichever requirement is higher, shall be sufficient for the purpose, without necessity for a meeting of shareholders.

ARTICLE XII

REVERSION

Cash, property or share dividends, shares issuable to shareholders in connection with a reclassification of stock, and the redemption price of redeemed shares, which are not claimed by the shareholders entitled thereto within one year after the dividend or redemption price became payable or the shares became issuable,

despite reasonable efforts by the corporation to pay the dividend or redemption price or deliver the certificates for the shares to such shareholders within such time, shall, at the expiration of such time, revert in full ownership to the corporation, and the corporation's obligation to pay such dividend or redemption price or issue such shares, as the case may be, shall thereupon cease, provided that the Board of Directors may, at any time, for any reason satisfactory to it, but need not, authorize (a) payment of the amount of any cash or property dividend or redemption price or (b) issuance of any shares, ownership of which has reverted to the corporation pursuant hereto to the entity who or which would be entitled thereto had such reversion not occurred.

ARTICLE XIII

PRINCIPAL OFFICE

The mailing address and principal office of the Corporation will be:

12426 Morgan Road
Hudson, Florida 34669

ARTICLE XIV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The registered agent of the Corporation shall be:

David Kimball
12426 Morgan Road
Hudson, Florida 34669

ARTICLE XV

INCORPORATOR

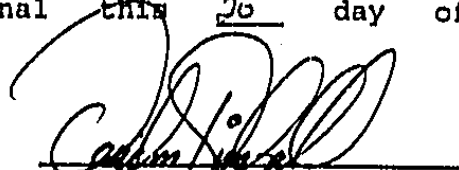
The name and address of the Incorporator is:

Pam Brown
12426 Morgan Road
Hudson, Florida 34669

David Kimball
12426 Morgan Road
Hudson, Florida 34669

The undersigned incorporator has executed these Articles of
Incorporation in duplicate original this 20 day of
May, 1996.


Pam Brown
INCORPORATOR


David Kimball
INCORPORATOR

FILED

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/
REGISTERED OFFICE

CLERK OF STATE
TALLAHASSEE, FLORIDA

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:

Fed Up, Inc.

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

David Kimball
12426 Morgan Road
Hudson, Florida 34669

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.


David Kimball, Registered Agent

Date: 7-2-96