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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)841-3094

ACCT#: 072480003200

FAX #: (305)841-3770

NAME: UPRIGHT HOLDINGS, INC.

AUDIT NUMBER.....H96000012145

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra H. Northam
Secretary of State

August 30, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: UPRIGHT HOLDINGS, INC.
REF: W96000018270

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout 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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000012145
Letter Number: 996A00041037

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TALLAHASSEE, FLORIDA

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August 23, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: Incorporation Documents

Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent Upright Holdings, Inc.

Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

Very truly yours,



Victor Serio

PREPARED BY:
David S Hernandez
210 N University Drive #502
Coral Springs, FL 33071
(954) 346-7288

H96000012145

ARTICLES OF INCORPORATION

H96000012145

Upright Holdings, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 subdivision (c) (2) of the Internal Revenue Code.

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OFFICE OF THE SECRETARY
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ARTICLE I. Name. The name of the corporation is
Upright Holdings, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1,000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. 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-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 7246 NW 31st Street, Miami, Fla., 33122 and the name of the initial register agent of this corporation at that address is Victor Serio.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 2 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Director(s) of this corporation

Are: Victor Serio & Ben Friedenberg
7246 NW 31st Street
Miami FL 33122

ARTICLE IX. Officers. The initial officers of the corporation will be: Ben Friedenberg, President/Treasurer, and Victor Serio, Vice-President/Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Victor Serio
7246 NW 31st Street
Miami FL 33122

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.


ARTICLE XIII. The Street address of the Principal place of business is: 7246 NW 31st Street, Miami, FL 33122.

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ARTICLE XIV. The registered agent and the corporate officers are the same, at the place of business.

ARTICLE XV. The corporation shall be effective upon acceptance by the State of Florida of these articles.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of July, 1996

 (SEAL)

STATE OF FLORIDA }
COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, personally appeared, Victor Serio, known to and known by me to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 23rd day of August, 1996

NOTARY PUBLIC

My Commission Expires: _____

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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State
of Florida
Division of Corporations Department of State
Tallahassee, FL 32304

I, Victor Serio do hereby consent to serve as
registered agent for the corporation, Upright Holdings,
Inc. this 23rd day of August, 1996.



Victor Serio

Address of registered agent:

7246 NW 31st Street
Miami, FL 33122

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TALLAHASSEE, FLORIDA

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