

P96000094516

CAROL MORGAN
9770 N.W. 10th Street
Pembroke Pines, Florida 33024

November 14, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

RE: Ad-It-Up, Inc.

Dear Sir or Madam:

Enclosed is the Articles of Incorporation in connection with the above-referenced matter. Also is a check for \$172.00 for filing.

Please send me back a copy marked "filed."

Thank you for your cooperation.

Sincerely,

Carol Morgan
Carol Morgan

/cm

Enclosures

FF# 35.00
RA 35.00
CC 52.50
overpayment \$49.50

600002012956--9
-11/22/96--01104--012
****172.00 ****172.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 NOV 19 PM 12:26

FILED

B. REGISTER NOV 19 1996

ARTICLES OF INCORPORATION

OF

AD-IT-UP CONSULTANTS, INC.

FILED

96 NOV 19 PM 12:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, of legal age, hereby form this corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be

AD-IT-UP CONSULTANTS, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transaction and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, including, but not limited to:

1. Any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to have One Hundred (100) Shares of stock outstanding with a par value of One and No/100 (\$1.00) Dollar each.

All of said stock shall be payable in cash, property (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

CORPORATE EXISTENCE

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 9770 N.W. 10th Street, Pembroke Pines, Florida 33141 with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VI

REGISTERED AGENT

The name and street address of the Registered Agent of this corporation is Rita Fleischer, 9810 N.W. 10th Street, Pembroke Pines, Florida 33024.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than one (1) or more than the number specified in the by-laws of the corporation.

ARTICLE VIII

DIRECTORS

The names and street addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation and By-Laws of the corporation, shall hold office for the first year of the existence of the corporation, shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified are:

Name

Address

CAROL MORGAN 9770 N.W. 10th Street
Pembroke Pines, Florida 33024

President/Sec.

RITA FLEISCHER 9810 N.W. 10th Street
Pembroke Pines, Florida 33024

Vice President/Treas.

ARTICLE IX

INCORPORATORS

The names and street addresses of the Incorporators to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
CAROL MORGAN	9770 N.W. 10th Street Pembroke Pines, Florida 33024
RITA FLEISCHER	9810 N.W. 10th Street Pembroke Pines, Florida 33024

ARTICLE X

OTHER PROVISIONS

The Directors of this corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 7th day of November, 1996.

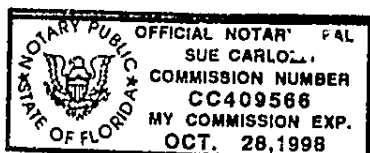
Carol Morgan
CAROL MORGAN

Rita Fleischer
RITA FLEISCHER

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 7th day of November, 1996, by Carol Morgan to me well known to be the individual described in and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami Beach, Florida, this 7th day November, 1996.



Sue Carlow
NOTARY PUBLIC, STATE OF FLORIDA

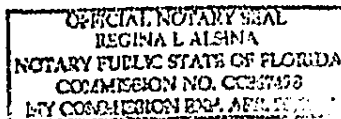
STATE OF FLORIDA)
)SS.
COUNTY OF ~~DADE~~)
 BROWARD

The foregoing instrument was acknowledged before me this
7 day of November, 1996, by Rita Fleischer to me well known to be the individual
described in or has produced FLA Drivers Lic. as identification and who
executed the foregoing Articles of Incorporation and she acknowledged before me that she
executed the same for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at
Pembroke Pines, Florida, this 7 day November, 1996.



NOTARY PUBLIC, STATE OF FLORIDA



FILED

96 NOV 19 PM 12:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that AD-IT-UP CONSULTANTS, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Pembroke Pines, County of Broward, State of Florida has named Rita Fleischer as its agent to accept service of process within this State.

Having been named to accept service of process for the above states corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act to keeping open said offices.

Rita S. Fleischer
Resident Agent