

ALLEN L. JACOBI
Attorney at Law
A Professional Association

P97000045642

May 19, 1997

Corporate Records Bureau
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: Articles of Incorporation for Power-Up Productions, Inc.

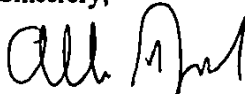
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 21 1997

Gentlemen:

Enclosed herewith please find an original and one copy of the above referenced articles of Incorporation. Also mentioned is our check in the amount of \$122.50 representing payment for the cost of said articles.

Kindly forward a certified copy of said articles to the undersigned attorney. Thanking you in advance.

Sincerely,



ALLEN L. JACOBI

500002186185--6
-05/21/97--01020--009
****122.50 ****122.50

sh:
encl.

5/22/97

ARTICLES OF INCORPORATION

OF

POWER-UP PRODUCTIONS, INC.

FILED
SECRET
STATE
CORPORATIONS
JAN 11 1963

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be POWER-UP PRODUCTIONS, INC.

II

The purposes and general nature of the business to be transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which a part hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of \$1.00 par value.

IV

The amount of capital with which this corporation shall begin business shall be \$500.00

V

The existence of this corporation shall be perpetual.

VI

The principal office of this corporation shall be at: 6300 S.W. 63rd Avenue, Miami, Florida 33143-2146

VII

The Board of Directors of this corporation shall consist of not less than one nor more than 1.

VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

NAME	ADDRESS	TITLE
Eusebio G. Hernandez	6300 S.W. 63rd Ave. Miami, FL 33143-2146	President

VIII

The registered agent and the registered office for this corporation are: Eusebio G. Hernandez, 6300 S.W. 63rd Ave., Miami, FL 33143-2146

X

The name and address of the subscriber to these articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of \$500.00, the amount of capital with which this corporation shall begin business are as follows:

NAME	ADDRESS	SHARE
Eusebio G. Hernandez	6300 S.W. 63rd Ave. Miami, FL 33143-2146	500

XI

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

NAME	ADDRESS	TITLE
Eusebio G. Hernandez	6300 S.W. 63rd Ave. Miami, FL 33143-2146	President

XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minium of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other office as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

SECRET FILED
STATE

XIII

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Article of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


Eusebio G. Hernandez


IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these articles of Incorporation.


Eusebio G. Hernandez

STATE OF Florida
COUNTY OF Dade)

I hereby certify that on this day personally appeared Eusebio G. Hernandez, to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the articles to be the act and deed of the subscriber and that the facts set forth therein are true.

WITNESS my hand and seal at North Miami, Florida, Dade County, this
15 day of May, 1997.


Notary Public, State of Florida
Print Name NATALYE BROWN

My Commission Expires:

