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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: THUMBS UP, INC.

AUDIT NUMBER.....H97000008725

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
THUMBS UP, INC.

The undersigned hereby agree(s) to organize a corporation under the laws of the State of Florida, with the following Articles of Incorporation.

ARTICLE I
NAME

The corporate name shall be:

THUMBS UP, INC.

ARTICLE II
EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The corporate purpose is to conduct all lawful business and it shall possess all powers now and hereafter conferred by the laws of the State of Florida and the United States upon corporations.

ARTICLE IV
AUTHORIZED CAPITAL STOCK

The amount of capital stock authorized is five thousand (5,000) shares with no par value.

THIS DOCUMENT WAS PREPARED BY:
BRETT FEINSTEIN, ESQ.
Florida Bar No. 953120
407 Lincoln Road, Suite 2B
Miami Beach, Florida 33139
(305) 672-7772

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ARTICLE V
PRINCIPAL OFFICE

The post office address of the principal office of the corporation is: 2881 East Oakland Park Boulevard, Suite 100, Fort Lauderdale, Florida, 33301, or at any other location that the Board of Directors chooses to designate.

ARTICLE VI
INITIAL REGISTERED AGENT

The initial Registered Agent of the corporation is:

BRETT FEINSTEIN, ESQ., and the street address of the registered office is:

407 Lincoln Road, Suite 2B, Miami Beach, Florida, 33139.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the by-laws. The name(s) and address(es) of the first Board of Directors who shall serve until the first annual meeting of the shareholders or until their successors are elected and qualified shall be:

NAMES

Mark Blacher

ADDRESSES

2881 East Oakland Park Boulevard
Suite 100
Fort Lauderdale, Florida 33301

ARTICLE VIII
POWERS OF DIRECTOR(S)

The Director(s) shall exercise all powers conferred by law.

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**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify any and all of its directors or officers against losses and expenses actually and necessarily incurred by them in connection with the defense of any suit which they are parties to by reason of their acts while in their corporate capacity.

**ARTICLE X
AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any or all provisions of the Articles of Incorporation in the manner now or hereafter prescribed by Florida Statutes.

**ARTICLE XI
INCORPORATOR**

The name(s) and address(es) of the Incorporator(s) of the corporation is/are as follows:

NAMES

ADDRESSES

BRETT FEINSTEIN, ESQ.

407 Lincoln Road, Suite 2B
Miami Beach, Florida 33139

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the corporation, has executed these Articles of Incorporation this 28 day of May, 1997.


BRETT FEINSTEIN, ESQ.
Incorporator

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STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared BRETT FEINSTEIN, ESQ., to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforementioned this

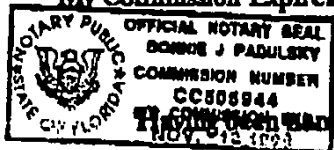
28 day of May, 1997.

Bonnie J. Padulsky
NOTARY PUBLIC
State of Florida

Bonnie J. Padulsky
Print, type of stamp: Commissioned
Name of Notary Public

Personally known _____ or produced Identification _____ Type of Identification
Produced _____

My Commission Expires:



ACKNOWLEDGMENT

I, Brett Feinstein, do hereby accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions in Chapter 48.091, Florida Statutes, relative to keeping open said office.

Brett Feinstein
BRETT FEINSTEIN, ESQ.
REGISTERED AGENT
Florida Bar No. 953120

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