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TLD3 INVESTMENT GROUP, INC.
370 W. Camino Gardens Blvd.
Suite 400
Boca Raton, Florida 33432



New Filing Section
Division of Corporations
409 East Gains St.
Tallahassee, Florida, 32399

7/30/97

Dear Sirs,

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****122.50 ****122.50

Please send back to the address penned in this letter head and on the Articles a certified copy of the Articles of Incorporation that are enclosed.

The check for \$122.50 will cover all the costs.

Sincerely,
TLD3 Investment Group, Inc.

A handwritten signature in black ink, appearing to read 'TLD DiStefano III'.

Thomas L. DiStefano III
CEO

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STATE
CORPORATIONS

8-1-97
WS

ARTICLES OF INCORPORATION
OF
THE UP-TICK, INC.

The undersigned subscriber to these articles of incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

The Up-Tick, Inc.

ARTICLE II

PURPOSES

The purpose for which the corporation is formed and the business and objectives to be carried on and promoted by it are as follows:

(a) To engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

(b) To make and enter into all contracts necessary and proper for the conduct of its business or businesses.

(c) To borrow money of any person, firm or corporation, to issue bonds, debentures or obligations of purpose of the corporation and to secure same by mortgage, pledge or by any other lawful means.

(d) To have offices, conduct its business and promote its objectives within or without the State of Florida, in other States, the District of Columbia, the territories and possessions of the United states of America, and in foreign Countries without restriction as to the place or amount.

(e) To engage in the publication of a financial news letter and magazine by obtaining the proper liscences required by the State and Federal regulatory bodies.

(f) To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either along or in connection with other firms, individuals or corporations, whether in the State of Florida or throughout the United States of America, or elsewhere, and to do any act or acts, thing or things incidental or pertinent to or connected with the businesses herein before described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

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CORPORATIONS

(g) In general, this corporation shall have and exercise all the powers conferred by the laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE III

The corporation shall have a perpetual existence.

ARTICLE IV

The principle office of the corporation and the mailing address shall be the same in the State of Florida, and shall be:

370 West Camino Gardens Blvd.
4th Floor
Boca Raton, Florida, 33432

ARTICLE V

The Capital Stock of the Company shall consists of 1,000,000 shares of common stock .001 par value.

ARTICLE VI

The amount of capital with which the corporation shall begin business is \$1,000.00

ARTICLE VII

The initial board of Director(s) shall consist of two (2) members. The names and mailing addresses of the persons who are to serve as Directors are:

- (1) Thomas L. DiStefano III
2898 NW 26th Court
Boca Raton, Florida, 33434
- (2) Christopher Monteleone
9232 Arbor Woods Circle
Davie, Florida, 33328

The Director shall hold office for the first year of existence of the Corporation or until the successor is elected and have qualified.

ARTICLE VIII

The officer of the Corporation shall be, a President, one or more Vice Presidents may be fixed and determined by the Board of Directors from time to time. Until the first annual meeting of the Board or until their successor are elected and have qualified.

ARTICLE IX

The name and mailing address of the subscriber of the Articles of Incorporation and a statement of the number of shares of stock and the value of consideration therefore, which the subscriber agree to take, is as follows:

	<u>NAME & ADDRESS</u>	<u>SHARES ALLOTTED</u>
(1)	Thomas L. DiStefano III 2898 NW 26th Court Boca Raton, Florida, 33434	990,000
(2)	Christopher Monteleone 9232 Arbor Woods Circle Davie, Florida, 33328	10,000

ARTICLE X

The annual meeting of the stockholder shall be held on the third Monday of each year, or as such other time as may be fixed by the By-Laws, at which time the Board shall be elected and such other business as may properly come before the meeting may be considered and transacted.

The officers of the Corporation shall be elected by the Director at a meeting of the Board to be held annually immediately following the annual stockholders meeting.

The time, place and manner of calling meetings of the stockholders or directors shall be fixed by the By-Laws of the Corporation. The Board may provide for the election of and prescribe the duties of such other officers and agents as it may deem advisable and proper, and may take such action not inconsistent with the Article of Incorporation, and the By-Laws of the Corporation and the Laws of the State of Florida, as such Board may deem advisable for the conduct and operation of the business of the Corporation.

The Board of Directors shall appoint a resident agent as required by the Laws of the State of Florida.

ARTICLE XI

Every officer and every director of the Corporation shall be indemnified by the Corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the Corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XII

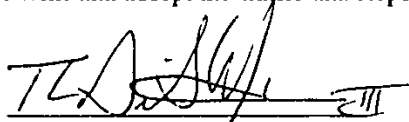
A special meeting of the subscribers of their assigns shall be held, upon the call of the Board, for the purpose of completing the organization of the Corporation and the adoptive of the By-Laws and the transaction of such other business as may be desired.

ARTICLE XIII

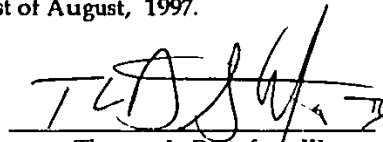
The registered office and the registered agent shall be as follows:

Thomas L. DiStefano III
2898 NW 26th Court
Boca Raton, Florida, 33434

"I, Thomas L. DiStefano III hereby, am familiar with and accept the duties and responsibilities as registered agent for said Corporation."


Thomas L. DiStefano III

The undersigned being the Incorporation above named, signed and acknowledges the Articles of Incorporation at Lighthouse Point, Florida on the 31st of August, 1997.


Thomas L. DiStefano III

STATE OF FLORIDA

COUNTY OF Palm Beach

Before me, the undersigned authority, personally appeared Thomas L. DiStefano III, who is to me well known to be the person described in and who subscribed the above Article of Incorporation, and he did freely and voluntarily acknowledge before me according to the Law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Boca Raton in said County and State this 30 day of July, 1997.


Notary Public
STATE OF FLORIDA

My Commission Expires 12-16-00

