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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: FIRED-UP TECHNOLOGIES, INC.

AUDIT NUMBER.....H98000004036

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

CERT. OF STATUS..0

PAGES.....4

CERT. COPIES.....1

DEL.METHOD.. FAX

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby undertakes to form a corporation under the laws of the State of Florida.

ARTICLE 1. NAME. The name of this corporation is Fired-Up Technologies, Inc.

ARTICLE 2. DURATION. This corporation is to exist perpetually, commencing at the time of the filing of these Articles of Incorporation.

ARTICLE 3. PURPOSE. This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE 4. CAPITAL STOCK. This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value capital stock.

ARTICLE 5. PRE-EMPTIVE STOCK. 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 or she already holds, shall have the right to purchase his or her pro-rata share of such new stock at the price at which it is offered to others.

ARTICLE 6. INITIAL REGISTERED OFFICE & AGENT. The street address of the initial registered office of this corporation is 15024 S.W. 142 Place, Miami, Florida 33186, and the name of the initial registered agent of this corporation is Jason Gorham.

ARTICLE 7. INITIAL PRINCIPAL PLACE OF BUSINESS. The street address of the initial principal place of business of this corporation is 15024 S.W. 142 Place, Miami, Florida 33186.

ARTICLE 8. INITIAL BOARD OF DIRECTORS. This corporation shall have one (1) director initially. The name and address of the initial director of this corporation is Jason Gorham, 15024 S.W. 142 Place, Miami, Florida 33186.

ARTICLE 9. SUBSCRIBER. The name and address of the subscriber to these Articles of Incorporation is Jason Gorham, 15024 S.W. 142 Place, Miami, Florida 33186.

ARTICLE 10. INDEMNIFICATION. This corporation shall indemnify any officer or director or any former officer or director, to the full extent as permitted by law.

ARTICLE 11. AMENDMENT. This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, or amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of February, 1998.

This instrument prepared by:
Mark S. Kimmel, Esq.
6701 Sunset Drive, #105
Miami, Florida 33143
305-661-6400
FL Bar No.: 273201


JASON GORHAM
15024 S.W. 142 PL., Miami, FL

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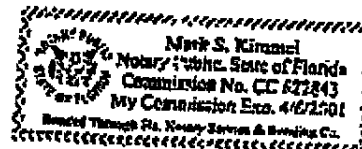
STATE OF FLORIDA)
 SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared Jason Gorham, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 27 day of February, 1998.

This instrument prepared by:
Mark S. Kimmel, Esq.
6701 Sunset Drive, #105
Miami, Florida 33143
305-661-6400
FL Bar No.: 273201

Mark S. Kimmel
NOTARY PUBLIC STATE OF FLORIDA



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED:

FIRST... that Fired-Up Technologies, Inc. is desirous to organize under the Laws of the State of Florida, with its principal place of business at 15024 S.W. 142 Place, Miami, Florida 33186 has named Jason Gorham located at 15024 S.W. 142 Place, Miami, Florida as its agent to accept service of process within Florida.

By: 

Date: 2-27-98

HAVING BEEN NAMED to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity.

By: 

Date: 2-27-98

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