

Richard G. Wheeler
150 Country Cir Dr. E Drive
Port Orange, Florida 32174

P980000028271

March 5, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

700002467537--6
-03/25/98--01010--004
****122.50 ****122.50

RE: UP/MARKIT, Inc.

To Whom it may concern:

Enclosed herewith are two (2) copies of the Articles of Incorporation for the above referenced corporation, along with a check, payable to the Secretary of State in the amount of \$122.50, in payment of the following:

FILING FEE	\$ 35.00
REG AGENCY FEE	35.00
<u>CERTIFIED COPY</u>	<u>52.50</u>
	\$ 122.50

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Richard G. Wheeler

FILED
98 MAR 25 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Don
3/26/98

(X)

ARTICLES OF INCORPORATION

The undersigned, acting as incorporators of a Corporation pursuant to Chapter 607, Florida Statutes, adopt(s) the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of this Corporation is: UP/MARKIT, INC.

ARTICLE II

The period of the duration of the Corporation shall be "Perpetual" unless dissolved according to law. Existence shall commence upon filing with the Secretary of State.

ARTICLE III

The purpose and general nature of the business to be transacted by this Corporation is;
(a) To engage in the business of services thereof and to buy and sell, lease, mortgage, deal in and with and own and hold or otherwise deal with, real property and personal property, of every kind and nature whatsoever, and to provide for or arrange for any and all financing necessary or desirable in connection therewith; to operate businesses, and to exercise generally such powers as may be incidental to or convenient for the purposes and businesses of the Corporation. (b) To have, exercise and enjoy all of the rights and privileges of Corporations for profit as conferred by the laws of the State of Florida, it being expressly provided that the enumeration of specific powers and purposes shall not be held to limit or restrict in any manner the Corporation.

ARTICLE IV

The capital stock of this Corporation shall consist of 7500 shares of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

The Corporation shall be governed by a Board of Directors having 1 member. The initial member of the Board of Directors is:

NAME	ADDRESS
Richard G. Wheeler	150 Country Cir. Dr. E Port Orange, Fl. 32124

ARTICLE VI

The registered office of this Corporation shall be initially at, 150 Country Cir. Dr. E. Port Orange Fl. 32124 and its initial registered agent shall be: Richard G. Wheeler. Such registered office or agent may be designated by a majority of the stockholders entitled to vote and in such case, the redesignation shall be effective upon filing such redesignation in the form and manner provided by law.

FILED
98 MAR 25 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The initial street address of the principal office of this Corporation in the State of Florida is: **150 Country Cir. Dr. E Port Orange, Fl.**. The Directors may from time to time move the principal office to any other address in Florida, and the Corporation shall have the right and power to transact business and to have offices and agencies in such other places as the Directors may from time to time authorize.

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation is made.

ARTICLE IX

The Directors may conduct any and all official or Corporate business required by a telephone meeting.

ARTICLE X

The name and post office addresses of the subscribers to these Articles of Incorporation are:

NAME	ADDRESS
Richard G. Wheeler	150 Country Cir. Dr. Port Orange, Fl. 32124

98 MAR 25 PM 2:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XI

The Corporation shall indemnify the corporate officers from all liabilities which they may incur while acting within the course and scope of corporate business. Such indemnity shall include the payment of all attorney's fees and court costs.

IN WITNESS WHEREOF, I have set my hand and seal this 5th day of

MARCH, 19 98.

Richard G. Wheeler

ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT

Richard G. Wheeler hereby accepts the designation as the Registered agent by the
above subscribers to the Articles of Incorporation of UP/MARKIT Inc.

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this 5th day of MARCH, 1998,
before me, a Notary Public duly authorized in the State and County above named to take
acknowledgments, personally appeared,

Richard G. Wheeler

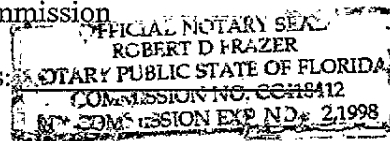
known to me to be the persons described as subscribers in and who executed the foregoing
Articles of Incorporation, and who acknowledged before me that they subscribed to these
Articles of Incorporation.

Robert D. Frazer

Notary Public State of Florida at Large

My commission

Expires:



FILED
98 MAR 25 PM 2:15
TALLAHASSEE, FLORIDA