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June 1st, 1998

Department of State
Division of Corporations
New Filing Section
Post Office 6327
Tallahassee, Fl 32314

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****122.50 ****122.50

Dear Madam:

Please find enclosed a check in the amount of \$122.50 for the Articles of Incorporation of Up &

Growing, Inc.. Thank you for your assistance.

Very truly yours,

Ketlie K. Daniels
Ketlie K. Daniels

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98 JUN -4 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF INCORPORATION OF UP & GROWING, INC..

For the purpose of forming a corporation for profit under the general incorporation laws of the State of Florida, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

ARTICLE I

The name of this corporation shall be Up & Growing, Inc. and it's principal place of business shall be at 17600 NW 27 Court, Miami, Florida 33056 with the right to change and move said principal place of business and establish such other offices and place of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE II

The general purpose and nature of the business of this corporation is to engage in any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida except as may be restricted under these Articles and it's By-laws.

ARTICLE III

The total authorized capital stock of this corporation shall be one hundred shares of Common Stock with no par value. All of such stock shall be issued fully paid and non-assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

The amount of capital with which this corporation shall begin, shall be not less than five hundred (\$500.00).

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TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION OF UP & GROWING, INC.

ARTICLE V

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

ARTICLE VI

The initial address of the principal office of the corporation shall be :

17600 NW 27 Court
Miami, Fl. 33056

ARTICLE VII

The number of Directors of said corporation shall be provided in the By-laws but in no event shall the number be less than one (1) nor more than five (5).

ARTICLE VIII

The names and post office address of the members of the First Board of Directors who shall hold office for the first year of existence of the corporation, or until their successors are elected and qualified, unless otherwise by the By-laws:

ARTICLE IX

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and cause to be executed, mortgages and liens upon the real and personal property of the corporation for the purposes of furnishing security for it's indebtedness or for any other purpose. The Directors, if the By-laws so provide, may hold their meetings within or without the State of Florida. The corporation may in it's By-laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors.

CERTIFICATION OF INCORPORATION OF UP & GROWING, INC.

ARTICLE X

Amendments and revisions, including alteration of any provision, of these Articles, and the by-laws, shall be by the shareholders or by a majority vote of shareholders voting, in the manner now or hereafter prescribed by the Statues.

BY-LAWS

The power to adopt, alter or repeal by laws shall be vested in the shareholders.

ARTICLE XI

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite name:

<u>NAMES</u>	<u>NUMBER OF SHARES</u>
Everett Stapleton, Pres.	58%
Annette Stapleton, Sec./ Treas.	42%

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless approved by the President of the Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement.

ARTICLE XII

Special Meetings of shareholders may be called by Certified Mail, Return Receipt Requested, giving five (5) days written notice.

ARTICLE XIII

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the share presented at the meeting and entitled to vote on the subject matter shall be act of the shareholder.

CERTIFICATION OF INCORPORATION OF UP & GROWING, INC.

ARTICLE XIV

RIGHT OF SHAREHOLDER TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

ARTICLE XV

SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

ARTICLE XVI

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the President of this Corporation.

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVIII

MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided.

CERTIFICATION OF INCORPORATION OF UP & GROWING, INC.

ARTICLE XIX

DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XX

IDENTIFICATION

The corporation shall identify any Officer or Director, or any former Officer or Director, to full extent permitted by law.

ARTICLE XXI

AMENDMENT

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

ARTICLE XXII

NOTICE

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand-delivered to the Stockholders at the following address:

ARTICLE XXIII

The name and address of the subscribers to these articles is:

Everett Stapleton
17600 NW 27 Court
Miami, FL 33056


Signature - Everette Stapleton

Annette Stapleton
17600 NW 27 Court
Miami, FL 33056


Signature - Annette Stapleton

CERTIFICATION OF INCORPORATION OF UP & GROWING, INC.

ARTICLE XXIV

The Resident Agent of this Corporation is, J. D. Mack, 9820 N.W. 7th Ave, Miami, Fl 33150.

I, J. D. Mack, hereby am familiar with and accept the duties and responsibilities as registered agent for the said Corporation.



SIGNATURE - REGISTERED AGENT

We, the above name subscribers and Resident Agent hereunto set our hand and seal this 1st, day of June, 1998.

STATE OF FLORIDA)

S.S

COUNTY OF DADE)

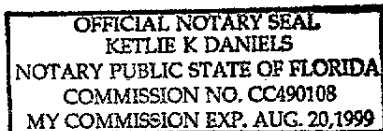
BEFORE ME personally appeared Everett Stapleton, Annette Stapleton and J. D. Mack well known and known by me to be the same people who executed the above and foregoing instrument and acknowledged that they signed, sealed, and delivered the same as their free act deed as set forth therein.

WITNESS MY HAND AND OFFICIAL SEAL THIS 1ST DAY OF JUNE, 1998.



NOTARY PUBLIC STATE OF FLORIDA

COMMISSION EXPIRES:



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98 JUN -4 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA