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FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: UPSTAT MANAGEMENT TOOLS, INC.

AUDIT NUMBER.....H98000021036

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

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ARTICLES OF INCORPORATION
OF
UPSTAT MANAGEMENT TOOLS, INC.

The undersigned, desiring to form a corporation for profit pursuant to the laws of the
State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be:

UPSTAT MANAGEMENT TOOLS, INC.

ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for
which it is formed is the promotion, delivery and development of management tools as well as
any or all lawful activity or business permitted under the laws of the United States, the State of
Florida, or any other state, country, territory or nation.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

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ARTICLE FOUR

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 100 shares at a par value of \$1,000.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. Stock ownership shall be determined at a later meeting.

ARTICLE FIVE

The beginning capital of this corporation shall be \$100,000.00.

ARTICLE SIX

The corporation shall have Directors the names of whom shall be determined at a later meeting.

ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:

400 Cleveland Street, 8th Floor

Clearwater, Florida 33755

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ARTICLE EIGHT

The officers of the corporation shall be:

PRESIDENT, VICE-PRESIDENT:	Thomas Geraets, 400 Cleveland Street, 8th Floor, Clearwater, FL 33755
TREASURER:	Martin Greenberg, 1318 Nelson Avenue Clearwater, FL 33755
SECRETARY:	Brett Miller, 400 Cleveland Street 8th Floor, Clearwater, FL 33755

ARTICLE NINE

The registered agent and registered office of this corporation shall be:

Thomas Geraets
400 Cleveland Street, 8th Floor
Clearwater, Florida 33755

ARTICLE TEN

The name and street address of the person signing these Articles of Incorporation as incorporator is as follows:

Thomas Geraets- 400 Cleveland Street, 8th Floor, Clearwater, FL 33755

ARTICLE ELEVEN

The sale of common stock of the corporation shall be restricted except by mutual written

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agreement of all stockholders

ARTICLE TWELVE

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

IN WITNESS WHEREOF, the undersigned has made, incorporated, and acknowledged these Articles of Incorporation this 12 day of November, 1998.



Thomas Geraets

400 Cleveland Street, 8th Floor

Clearwater, FL 33755

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT. I, THOMAS

GERAETS, hereby accept designation as Registered Agent on this 12th day of November, 1998.



Thomas Geraets

400 Cleveland Street, 8th Floor

Clearwater, Florida 33755

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