

Law Offices
Lamont & Neiman, P.A.

P98000101621

ROBERT S. LAMONT
JAN S. NEIMAN
ELLEN BETH BELLET
GREGORY M. NORDT
BARBARA LANDAU

MIAMI OFFICE
ONE BISCAYNE TOWER • SUITE 3550
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
(305) 530-9400
FAX (305) 530-9409

BOCA RATON OFFICE
990 NORTH FEDERAL HIGHWAY
SUITE 440
BOCA RATON, FLORIDA 33432
(561) 391-1266
MIAMI LINE (305) 358-5710

Reply To: Miami Office

November 30, 1998

Secretary of State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
Trade Up, Inc..

200002699762--5
-12/02/98--01014--002
***131.25 ***87.50

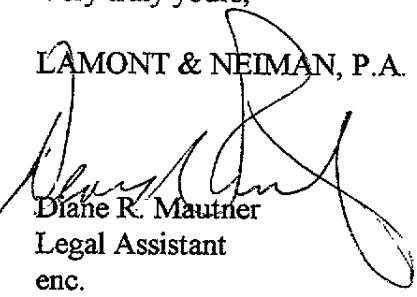
Dear Sir:

Enclosed for filing, please find an original and one copy of Articles of Incorporation for Trade Up, Inc., together with our cost check of \$131.25.

Please return the certified copy of the Articles and Certificate to the undersigned in the pre-addressed stamped envelope enclosed.

Very truly yours,

LAMONT & NEIMAN, P.A.


Diane R. Mautner
Legal Assistant
enc.

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98 DEC -2 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
12-7-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TRADE UP, INC.
a Florida Corporation**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be:

TRADE UP, INC.

**ARTICLE II
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 1,000 shares of one class of common stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV
PREEMPTIVE RIGHTS**

All shareholders of the Corporation shall be vested with full preemptive rights.

**ARTICLE V
EXISTENCE**

The Corporation shall commence its existence upon the filing of these Articles of Incorporation.

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE VI

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT:	Harry Konig
INITIAL REGISTERED OFFICE:	800 E. Cypress Creek Road Suite 302 Fort Lauderdale, Florida 33334

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

REGISTERED AGENT

By: 
Harry Konig

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The number of directors may be increased or decreased from time to time, by the By-Laws adopted by the shareholders, but shall never be less than one (1) nor more than seven (7).

**ARTICLE VIII
INITIAL DIRECTORS**

The name and address of the initial member of the Board of Directors are:

Harry Konig
800 E. Cypress Creek Road
Suite 302
Fort Lauderdale, Florida 33334

**ARTICLE IX
CUMULATIVE VOTING FOR DIRECTORS**

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a singular director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE X
PRINCIPAL OFFICE**

The principal office of the corporation is:

800 E. Cypress Creek Road
Suite 302
Fort Lauderdale, Florida 33334

**ARTICLE XI
MAILING ADDRESS**

The mailing address of the corporation is:

800 E. Cypress Creek Road
Suite 302
Fort Lauderdale, Florida 33334

**ARTICLES XII
POWERS**

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

**ARTICLE XIII
INCORPORATOR**

The name and address of the Incorporator executing these Articles of Incorporation is:

Harry Konig
800 E. Cypress Creek Road
Suite 302
Fort Lauderdale, Florida 33334

**ARTICLE XIV
AMENDMENT OF ARTICLES**

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

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this 24 day of November, 1998.



Harry Konig
Incorporator