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PETER A. PEAK

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General Practice
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March 22, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: UP-N-UP, INC.

000002818420--8
-03/25/99--01075--001
****122.50 *****78.75

TO WHOM IT MAY CONCERN:

Enclosed please find the original Articles of Incorporation for UP-N-UP, INC. to be submitted for filing along with my office account check in the amount of \$122.50 to cover the cost of said filing.

Also enclosed is a copy of the Articles of Incorporation to be certified and returned to my office at the address listed above.

Please advise if additional information is needed.

Sincerely,



Peter A. Peak

PAP:jh
Encl.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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3/20

ARTICLES OF INCORPORATION

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. **NAME**: The name of this corporation is **UP-N-UP, INC.**
2. **DURATION**: The period of its duration is perpetual.
3. **PURPOSE**: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. **STOCK**: The corporation is authorized to issue SEVEN THOUSAND, FIVE HUNDRED, (7,500) shares of common stock, all of one (1) class, at ONE DOLLAR (\$1.00) par value.
5. **ADDRESS OF PRINCIPAL OFFICE**: The address of the principal office of the corporation is:

2009 14th Street West
Bradenton, Florida 34205

6. **INITIAL REGISTERED OFFICE AND AGENT**: The name and address of the initial registered agent and office of this corporation is as follows:

Peter A. Peak, Esquire
2002 Manatee Avenue West
Bradenton, Florida 34205

7. **INITIAL BOARD OF DIRECTORS**: This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Nader Hamad	2009 14 th Street West Bradenton, Florida 34205
Rodrigo Gonzalez	2009 14 th Street West Bradenton, Florida 34205

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TALLAHASSEE, FLORIDA

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8. **INCORPORATOR:** The names and addresses of the incorporators signing these Articles of Incorporation are:

NAME

ADDRESS

Nader Hamad

2009 14th Street West
Bradenton, Florida 34205

Rodrigo Gonzalez

2009 14th Street West
Bradenton, Florida 34205

9. **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.

10. **INDEMNIFICATION:** The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.041 of the Florida Statutes, as amended.

11. **PREEMPTIVE RIGHTS:** Each shareholder of this corporation shall have the first right to purchase shares, and securities convertible into shares, of any class, kind or series of stock in this corporation that may from time to time be issued whether or not presently authorized including the shares from the treasury of this corporation, in the ratio that the numbers of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 16 day of MARCH, 19 99.



NADER HAMAD, Incorporator



RODRIGO GONZALEZ, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.


PETER A. PEAK, Registered Agent


STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME personally appeared NADER HAMAD, personally known to me or who has produced Florida Driver's License #: H53-624-69-200-0 as identification and is described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 16 day of MARCH, 1999.

MY COMMISSION EXPIRES:




Signed Name of Notary Public
GERMAN T. GIRALDO
Typed Name of Notary Public
Commission No.: CC 474305

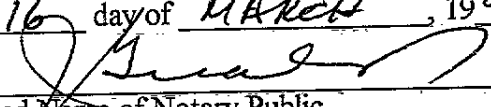
STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME personally appeared RODRIGO GONZALEZ, personally known to me or who has produced Florida Driver's License #: G 524-739-72-144-0 as identification and is described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 16 day of MARCH, 1999.

MY COMMISSION EXPIRES:




Signed Name of Notary Public
GERMAN GIRALDO
Typed Name of Notary Public
Commission No.: CC 474305

NOTARY PUBLIC
TALLAHASSEE, FLORIDA
99 MAR 25 AM 11:29

FILED


STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME personally appeared PETER A. PEAK, personally known to me or who has produced Florida Driver's License #: _____ as identification and is described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 16 day of MARCH, 19 99.

MY COMMISSION EXPIRES:




Signed Name of Notary Public
GERMAN GIRALDO
Typed Name of Notary Public