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SECRETARY OF STATE
TALLAHASSEE FLORIDA

VALUATION ONLY

7/21/99
Cummings & Grayson
Requestor's Name
915 N.W. 1st Ave #3A
Address
Miami, FL 33136
City State ZIP Phone

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CORPORATION(S) NAME

Praise UP, INC.



Empire Toll Free: 1-800-432-3028

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FILE

ARTICLES OF INCORPORATION
OF
PRAISE UP, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We hereby associate to form a stock corporation under the provisions of Chapter 607 of the laws of the State of Florida and to that end set forth the following:

ARTICLE I: NAME OF CORPORATION

The name of the Corporation is PRAISE UP, INC., 175 NE 119th St. #101, N. Miami, FL 33161.

ARTICLE II: PURPOSES OF THE CORPORATION

The purpose for which the Corporation is organized is:

A. Entertainment Management.

B. To engage in any or all lawful business for which corporation may be incorporated under Florida's statutory corporation law or under any act amendatory thereof supplemental there to or in substitution therefore.

ARTICLE III: POWERS OF THE CORPORATION

In furtherance of the foregoing purposes of the Corporation, the Corporation shall have all the powers permitted such corporations under Florida law, specifically including the provisions of Section 607.11 of the Florida Statutes, subject to any restrictions and limitations provided these Articles of Incorporation, the Bylaws of the Corporation, and any applicable resolution of the Stockholders, or by law. The Corporation's powers shall include but not limited to the power:

A. To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.

B. To make and alter Bylaws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the Corporation.

C. To pay compensation, or to pay additional compensation, to any or all directors, officers and employees on account of services previously rendered to the Corporation was made before such services were rendered.

D. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income.

E. To lend money for its corporate purposes, invest and reinvest its funds, and take hold real and personal property as security for the payment of funds so loaned or invested.

F. To indemnify and insure officers, directors, employees and agents.

ARTICLE IV: CAPITALIZATION

A. The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1,000), to consist of ONE (1) class only, the par value of such shares to be at ONE DOLLAR (\$1.00) per share.

B. The Board of Directors of Corporation is hereby empowered to authorize and direct the issuance from time to time of shares of this stock of any class, and/or securities convertible into stock of any class, wether now or hereafter authorized, for such consideration as said Board of Directors deem advisable, subject to such limitations, restrictions and procedures, if as may be set forth herein, in the Bylaws of the Corporation or by law.

C. The Board of Directors of the Corporation is hereby empowered to classify or reclassify unissued shares by fixing or altering in

any respect before the issuance thereof, the other rights subject to such limitations, restrictions and procedures, if any, as may be set forth herein, in the Bylaws of the Corporation, or by law. In the event the Board of Directors shall make such classification or reclassification, Articles Of Amendment setting forth the terms of such classification or reclassification shall be executed on behalf of the Corporation in the manner as may be required either herein or by law.

ARTICLE V: PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any authorized and unissued stock, but not treasury stock, of the Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rate share at the price at which it is offered to others.

ARTICLE VI: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 175 NE 119th St. #101, N. Miami, FL 33161 and the name of the initial registered agent at such address is Dianne Joseph, director of the Corporation and resident the State of Florida.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation shall be One (1) name and address of the Directors who shall act until their first meeting as Directors or until their successors are duly chosen and qualified are:

NAME

ADDRESS

Dianne Joseph

175 NE 119th St. #101
N. Miami, FL 33161

The number of Directors of the Corporation may be either increased or diminished from time to time as provided in the Bylaws, but shall never be less than one (1). The manner in which Directors shall be chosen and removed from office, their qualifications, powers compensation, if any, tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meeting of the Board of Directors shall be as stated in the Bylaws.

ARTICLE VIII: AMENDMENT OF ARTICLE OF INCORPORATION

The provisions below shall govern amendment of the Articles of Incorporation.

A. These Articles of Incorporation may be amended from time to time in any or as many respects as may be desired, provided the amendment contains only such provision as might be lawfully contained in any original articles of incorporation at the time of making such amendment.

B. Any proposed amendment to these Articles of Incorporation shall be adopted upon receiving the affirmative vote of more than two-thirds of the shares entitled to vote thereon; however, in the event any class or series of shares is entitled to vote thereon as class, the proposed amendment shall be adopted only upon receiving the affirmative vote of the holders of more than two-thirds of the shares of each class or series of shares entitled to vote thereon as a class and of the total shares entitled to vote thereon. Provided, however, that if no shares have been issued, the amendment shall be adopted by resolution of the Board of Directors.

C. The procedure for amending these Articles of Incorporation shall be as follows:

1. The Board of Directors shall adopted a resolution setting forth the proposed amendment and finding that it is in the best interest of the Corporation, and if shares have been issued,

directing that it be submitted to the vote at a meeting of stockholders, which may be either an annual or a special meeting. If no shares have been issued, the amendment shall be adopted by resolution of the Board of Directors.

2. Notice accompanied by a copy of proposed amendment shall be given to each stockholder of record entitled to vote thereon within the time and in the manner provided in the Bylaws for giving of notice of such meeting of stockholders.

3. At such meeting a vote of stockholders entitled to vote thereon shall be taken on the proposed amendment.

ARTICLE IX: BYLAWS

The power to adopt, alter amend or repeal Bylaws shall be vested solely in the shareholders.

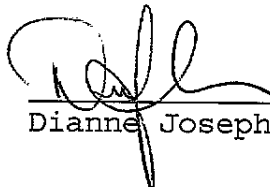
ARTICLE X: DURATION OF THE CORPORATION

The duration of this Corporation shall be perpetual.

ARTICLE XI: INCORPORATOR

The name and address of the person signing these Articles is: Dianne Joseph, 175 NE 119th St. #101, N. Miami, FL 33161.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this July day of 21 1999, and acknowledge the same to be my act.

 7-2
Dianne Joseph, INCORPORATOR

CERTIFICATE DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

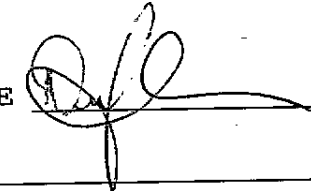
1. The name of the corporation is: PRAISE UP, INC.
2. Desiring under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 175 NE 119th St. #101, N. Miami, FL 33161, City of Miami, County of Dade, State of Florida.
3. The name and address of the registered agent and office is:

Dianne Joseph
175 NE 119th St. #101
N. Miami, FL 33161

SIGNATURE

TITLE

DATE

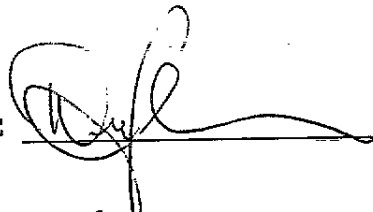


7-21-99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE



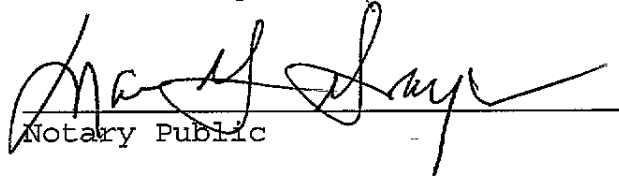
7-21-99

REGISTERED AGENT FILING FEE: \$35.00

State of Florida)
) SS: -
County of Dade)

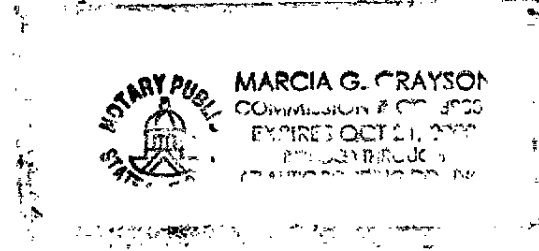
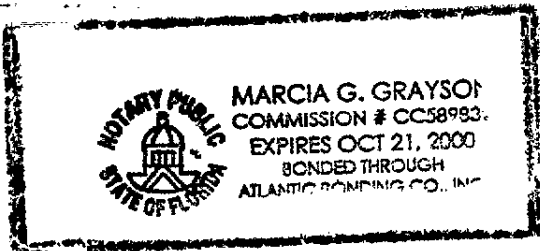
I hereby certify that on 7/20/99, before me, the subscriber, a Notary of the State of Florida, in and for the State of Florida, in and for the County of Dade, personally appeared Terri Page and acknowledge the foregoing Articles of Incorporation to be his act.

Witness my hand and notarial seal, the day and year last above shown.


Notary Public

(notarial seal)

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE FLORIDA