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Requestor's Name

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*****78.75 *****78.75

CORPORATION(S) NAME

Shapeup USA, INC.

FILED
99 SEP 27 AM 10:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA
RECEIVED
99 SEP 27 AM 9:31
STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA



Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Mark | |
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| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
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| | | <input type="checkbox"/> Mail Out |

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Availability
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Examiner
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Acknowledgment
W.P. Verifier

cert-copy

MARTIN J. FROLOW, P.A.
Attorney At Law
Practice Limited Exclusively to
U.S. IMMIGRATION AND NATURALIZATION LAW
Florida Bar Designated

Boulevard Building
1920 Palm Beach Lakes Boulevard, Suite #201
West Palm Beach, Florida 33409

FAX: (561) 478-6565
Telephone: (561) 478-1234

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

September 21, 1999

Re: ShapeUp, USA, Inc.


Dear Sir or Madam:

Please find enclosed our check in the amount of \$78.75 to cover the filing fees for the above named corporation. Please have the Certified Copy forwarded to our address:

Martin J. Frolow, P.A.
Attorney at Law
1920 Palm Beach Lakes Blvd., Suite #201
West Palm Beach, Florida 33409-6523

Thank you for your kind attention to this matter.

Very truly yours,
MARTIN J. FROLOW P.A.


Martin J. Frolow, Esq.
MJF:fm

Encl:

- 1)...Our Check in the Amount of \$78.75
- 2)...Original of Articles of Incorporation
- 3)...1 copy of these Articles of Incorporation.

**Articles Of Incorporation
Of
ShapeUp USA, Inc.
(A Florida Corporation)**

FILED
99 SEP 27 AM 10:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**Article I
NAME**

The name of this Corporation is ShapeUp USA, Inc..

**Article II
PURPOSE**

This Corporation is organized for the purpose of any and all lawful business in the State of Florida.

**Article III
DURATION**

This Corporation shall have perpetual existence.

**Article IV
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**Article V
CAPITAL STOCK**

This Corporation is authorized to issue 100 (ONE HUNDRED AND NO/100) shares of \$1.00 par value Common Stock.

**Article VI
INITIAL REGISTERED AGENT & OFFICE**

The name of the Initial Registered Agent is Ari Tammiruusu whose address is 1441 Bradywine Road, #K500, West Palm Beach, FL 33409.

**Article VII
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) Director's initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names of the initial directors of this corporation are:

Ari Tammiruusu
with address at

1441 Bradywine Road, #K500, West Palm Beach, FL 33409

**Article VIII
OFFICERS**

The names and addresses of the Initial Officers of this Corporation are:
Ari Tammiruusu, President, Vice President, Secretary & Treasurer
with address at

1441 Bradywine Road, #K500, West Palm Beach, FL 33409.

**Article IX
INCORPORATOR**

The name of the person signing these Articles of Incorporation is Ari Tammiruusu of 1441 Bradywine Road, #K500, West Palm Beach, FL 33409.

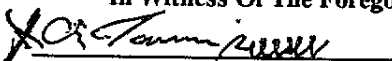
**Article X
AMENDMENTS**

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

**Article XI
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this corporation is 1441 Bradywine Road, #K500, West Palm Beach, FL 33409.

In Witness Of The Foregoing, I have hereunto set my hand and seal, this date of September 20, 1999.



Ari Tammiruusu
Incorporator


CERTIFICATE
Designating Change Of Place
Of Business Or Domicile
For The Service Of Process
Within The State Of Florida,
Naming Agent Upon Whom Process May be Served.

In of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That ShapeUp USA, Inc., qualified to do business under the Laws of the State of Florida,
with its principal office at 1441 Bradywine Road, #K500, West Palm Beach, FL 33409,

HAS APPOINTED: Ari Tammiruusu as its Resident Agent to accept Service of Process within the
State of Florida.

ACKNOWLEDGMENT: Having been named to accept Service of Process for the above stated
Corporation, at place designated in this Certificate, I, Ari Tammiruusu, hereby accept to act in this
capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Ari Tammiruusu

1441 Bradywine Road, #K500, West Palm Beach, FL 33409

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SECRETARY OF STATE
TALLAHASSEE FLORIDA