

TRANSMITTAL LETTER

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FILED
99 OCT 20 PM 6:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100003013881--5
-10/20/99--01071--010
****87.50 ****87.50

SUBJECT: FIRST UP SECURITIES, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: John A. McClain
Name (Printed or typed)

5100 N. Ocean Blvd., #804
Address

Ft. Lauderdale, FL 33308
City, State & Zip

(954) 788-9697
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
FIRST UP SECURITIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

First Up Securities, Inc.

The address of the principal office of this corporation shall be 5100 N. Ocean Blvd., Suite #804, Ft. Lauderdale, Florida, 33308, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5100 N. Ocean Blvd., #804, Ft. Lauderdale, Florida 33308, and the name of the initial registered agent of the corporation at that address is John A. McClain.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

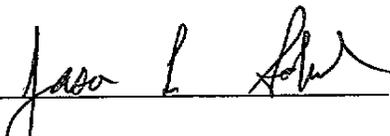
John A. McClain
Pres.

5100 N. Ocean Blvd., #804
Ft. Lauderdale, Florida 33308

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:
Jason L. Sobel, Esq.
401 N.E. Mizner Blvd., P.H. 902
Boca Raton, Florida 33432

IN WITNESS WHEREOF, the undersigned, Jason L. Sobel, Esq., has hereunto set his hand and seal on October 6, 1999.



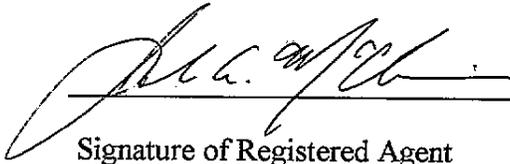
Jason L. Sobel, Esq.

10/6/99

Date

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

John A. McClain, having been named as registered agent 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 of Registered Agent

10/13/99

Date