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**Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Elephant Up, Inc.

Certificate of Status	0
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EFFECTIVE DATE
11/23/99

ARTICLES OF INCORPORATION

OF

ELEPHANT UP, INC.

Effective date 11/23/99

ARTICLE I
NAME

The name of the corporation shall be:

ELEPHANT UP, INC.

ARTICLE II
DURATION

This corporation shall commence its existence on the date of filing of these Articles of Incorporation, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III
PURPOSE

It is the purpose of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of \$1.00 par value common stock.

Prepared by:

Law Offices of Mark B. Slavin, P.A.
Mark B. Slavin, Esq.
1031 North Miami Beach Blvd.
North Miami Beach, Fla. 33162
(305) 947-1877

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ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 1031 North Miami Beach Boulevard, North Miami Beach, FL, 33162, and the initial registered agent of this corporation at that address is MARK B. SLAVIN, ESQ.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by amendment of the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation and principal place of business is:

DIANE ZAMMEL
c/o Law Offices of Mark B. Slavin
1031 N. Miami Beach Boulevard
North Miami Beach, FL 33162

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles is DIANE ZAMMEL, c/o MARK B. SLAVIN, ESQ., 1031 North Miami Beach Boulevard, North Miami Beach, FL, 33162.

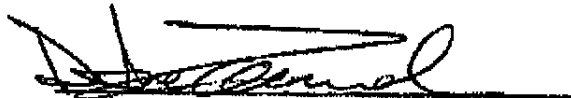
ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any officer, incorporator, or director, or any former officer, incorporator, or director, to the fullest extent permitted by law.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of November, 1999.


DIANE ZAMMEL

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 23 DAY OF November, 1999.


MARK B. SLAVIN-Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

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TALLAHASSEE
FLORIDA

BEFORE ME, a Notary Public authorized in the county and state set forth above, appeared Diane Zammel, who is personally known to me, or who produced _____ as identification and who, as Incorporator, executed the foregoing Articles of Incorporation of _____, and she acknowledged that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 23 day of November 1999.


NOTARY PUBLIC, State of Florida
Mark B. Slavin

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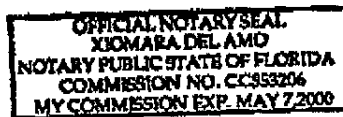
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized in the county and state set forth above, appeared MARK B. SLAVIN, ESQ., who is personally known to me, and he executed the foregoing Acceptance of Registered Agent, and acknowledged that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 13 day of November, 1999.

Xiomara Del Amo

NOTARY PUBLIC, State of Florida



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