

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L12000090506
FILED 8:00 AM
July 12, 2012
Sec. Of State
jsaulsberry

Article I

The name of the Limited Liability Company is:

UPSCALE MEDIA, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

777 NW 155 LN
710
MIAMI, FL. US 33169

The mailing address of the Limited Liability Company is:

777 NW 155 LN
710
MIAMI, FL. US 33169

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

KEVIN AUGUSTIN
1260 NE 111 STREET
MIAMI, FL. 33161

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

Registered Agent Signature: KEVIN AUGUSTIN

Article V

The name and address of managing members/managers are:

Title: MGR
ERNCEAU PIERRE-RENE
777 NW 155 LN #710
MIAMI, FL. 33169 US

Title: MGR
KEVIN AUGUSTIN
1260 NE 111TH STREET
MIAMI, FL. 33161 US

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Article VI

The effective date for this Limited Liability Company shall be:

07/12/2012

Signature of member or an authorized representative of a member

Electronic Signature: ERNCEAU PIERRE-RENE

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.