

PO000042085

Requestor's Name

Address

M. Graham  
Cti 5803 Spring Mill Cir.  
Lithonia GA 30038

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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-03/30/00--01116--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
00 APR 26 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W-8894  
4/4  
gjc

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 4, 2000

M. GRAHAM  
5803 SPRING MILL CIR.  
LITHONIA, GA 30038

SUBJECT: THE UPPER HAND, INC.  
Ref. Number: W00000008894

We have received your document for THE UPPER HAND, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum  
Document Specialist

Letter Number: 600A00018294

ARTICLES OF INCORPORATION  
OF  
THE UPPER HAND, INC.

FILED  
00 APR 26 PM 4:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, all citizens of the state of Florida, being desirous of becoming a corporation for the business purposes hereinafter stated, to make, subscribe and acknowledge for filing in the offices of the Secretary of State of Florida, this certificate, setting forth:

I

The name of the corporation is The Upper Hand, Inc.

II

- a) The general nature of the business to be transacted by this corporation is: to engage in consultations to industry, to manufacture, purchase or otherwise acquire, to own, mortgage, pledge, sell, assign, to rent, lease, transfer or otherwise dispose of, and to invest in, trade in, and with goods, wares, merchandise, real or personal property, and services of every class, kind and description.
- b) To acquire by subscription, purchase or otherwise, to hold for investment, or for resale, or for renting, or for leasing, to hypothecate debentures, mortgages, notes, trust receipts, lease agreements, distribution agreements, certificates of securities of private, public, quasipublic, municipal, foreign or domestic institutions.
- c) To collect the interest and dividends on its holdings and leases and the principal thereof when due. To do all things suitable and proper for the protection, conservation or enhancement of the value of stocks, securities, evidences of indebtedness, or other properties held by it.
- d) To borrow or raise monies for any of the purposes of the Corporation, and from time to time, without limit as to amount, to draw, make accept, execute and issue promissory notes, drafts, debentures and other instruments of indebtedness, and to secure the payment thereof and the interest thereon, by mortgage on or pledge, conveyance or assignment in trust of, the whole or any part of such securities or other obligations to the Corporation, real personal or mixed, including contract rights, and to sell, pledge, or otherwise dispose of such securities or other obligations to the Corporation, for its Corporate purposes.

e) To acquire the business, property or assets of other companies, firms or corporations engaged in any of the businesses or enterprises herein enumerated, or otherwise, and either by purchase, consolidation, merger or acquisition of the capital stock of such businesses or corporations, or by acquiring the assets and franchises of same, for any lawful remuneration, including the exchange of its own capital stock.

f) To make, enter into and perform contract and agreements of any kind to engage in and carry on any lawful business (other than banking, insurance and railroad corporation) which a corporation is authorized or permitted to carry on under the laws of the State of Florida, and to do and perform every act or thing incident to, growing out of or connected with the aforementioned businesses or powers, either alone or in association with other individuals, firms or corporations; to have, exercise and enjoy all power vested in private corporation under the State of Florida.

The number of shares that this Corporation is authorized to have outstanding at any time is twelve thousand (12,000) shares of common stock having a nominal or par value of one cent (\$0.01) per share.

### III

The amount of capital with which this corporation will begin business will not be less than fifty (\$50.00) dollars.

### IV

This corporation shall have perpetual existence.

### V

a) The stockholders shall have the authority to adopt such rules, by-laws and regulations for the governing of the Corporation as they may deem necessary or expedient.

b) Holders of common stock shall be entitled to one vote for each and every share of common stock standing in his, her or its name at any and all meetings of the stockholders of the Corporation, and said stock may be voted by the stockholders of record, either in person or by proxy.

c) No stockholder shall have a preemptive right, as defined by the law of the State of Florida, to purchase or acquire additional, or treasury shares, of stock in the Corporation.

d) The business and affairs of the Corporation shall be under the management and control of the Board of Directors, said Board to consist of not less than one (1), no more than seven (7) persons. In the event of death or resignation of a director, or the refusal of a person elected a director to accept his election as such, or to otherwise qualify as such, the remaining directors shall elect his successor. All officers and directors shall hold office for the period of one (1) year, or until their respective successors are duly elected and qualified.

e) The shares of capital stock in the Corporation, when fully paid for in accordance with the subscription therefore, or sale thereof, as authorized or provided by law shall be fully paid and non-assessable, and in no case shall any stockholder be individually liable otherwise than for the unpaid stock subscribed for by him.

f) The Corporation shall have a lien on shares of this stockholders for any debt or liability incurred to it by a stockholder before a notice of a transfer or levy on such shares, and shall have all the rights in respect thereto, and with respect to the enforcing of said lien as are now, or may be hereafter conferred by the laws of the State of Florida.

g) The dates on which the Stockholders' annual meeting shall be held, the number of directors and their terms of office, and the officers, shall be fixed by the by-laws of the corporation. Other officers, shall be fixed by the by-laws of the corporation. Other officers than those named may be created by the by-laws and filled by the Board of Directors. The Corporation shall have the power to make by-laws for the regulation and government of the Corporation, its agents, servants and officers, and for all other purposes not inconsistent with the Constitution and laws of the State of Florida.

h) The Corporation reserves the right to amend, alter, modify, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter provided by law, and all rights conferred upon the directors, and stockholders herein are granted subject to this reservation.

## VI

The principal office of the Corporation will be located at 2309 S. Orange Ave, Suite A Orlando, Florida 32801.

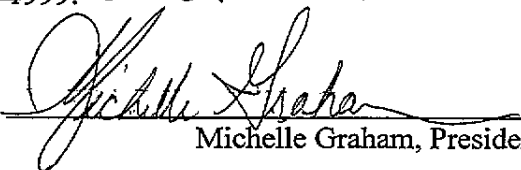
## VII

The names and post office addresses of the Board of Directors who, subject to the provisions of these Articles of Incorporation, by-laws, and the Corporation Law of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors have qualified and have been elected are:

Name	Shares	Address	Office
Michelle Graham	50	2309 S. Orange Ave. Suite A Orlando, FL 32818	President

in pursuance of Chapter 48.091 Florida Statute.

IN WITNESS WHEREOF, the undersigned incorporator, being the person named in paragraph VII above, do hereby subscribe evidence of their desire to form this Corporation and do hereunto subscribe their name, this 28<sup>th</sup> of ~~December~~, March, ~~1999~~, 2000.

  
Michelle Graham, President

State of Florida  
Orange County

I HEREBY CERTIFY that this day, before me, a notary public duly authorized in the State and County named above to take acknowledgment, personally appeared to me to be the persons described above as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribe to these Articles of Incorporation.

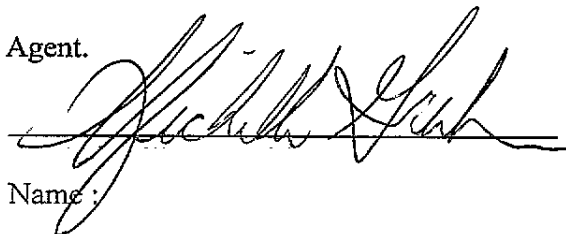
WITNESS my hand official seal in this County and State named above this 28 day of ~~December~~, March, ~~1999~~, 2000.

  
Notary Public, Gwinnett County, Georgia  
My Commission Expires July 23, 2002

My commission expires: July 23, 02

I hereby accept the appointment of Resident Agent.

Michelle Graham  
4736 Doberman St.  
Orlando, FL 32818

  
Name:

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