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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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To:

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Fax Number : (850) 922-4001

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

upscon american, inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION**

**OF**

**UPSCON AMERICAN, INC.**

**ARTICLE I - NAME**

The name of this corporation is: Upscon American, Inc.

**ARTICLE II- PURPOSES**

This corporation is organized for the following purposes:

To do any and all business that is legal in the State of Florida whatsoever.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) shares of common stock with a nominal or par value of \$10.00 each.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 7220 N.W. 36<sup>th</sup> Street, Suite 626, City of Miami, County of Dade, State of Florida and the name of the initial registered agent of this corporation at this address is Rafael Perez de Obanos as its agent to accept service of process within this state.

**ARTICLE V - PRINCIPAL OFFICE**

The principal office of this corporation is: 7220 N.W. 36 Street, #626  
Miami, Florida 33166

This document was prepared by BRIAN S. HELLER, ESQ., Florida Bar No. 858277  
155 South Miami Avenue, #1100, Miami, Florida 33130 (305) 374-6288 Fax (305) 374-2289

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**ARTICLE VI**

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It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have four directors 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. The name and address of the initial directors of this corporation are:

**NAME**

**ADDRESS**

Rafael Perez de Obanos

7220 N.W. 36<sup>th</sup> Street, #626  
Miami, FL 33166

Maria Nieves Cerezo

7220 N.W. 36<sup>th</sup> Street, #626  
Miami, FL. 33166

**ARTICLE VIII - INCORPORATORS**

The name and address of the person signing these articles is:

Rafael Perez de Obanos, 7220 N.W. 36<sup>th</sup> Street, #626, Miami, Florida 33166.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of Upscon American, Inc. this 5th day of May, 2000.

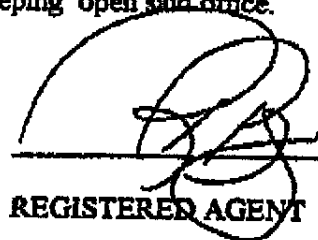
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**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation,  
at place designated in this certificate, I hereby accept to act in this capacity, and agree to  
comply with the provision of said Act relative to keeping open said office.

  
REGISTERED AGENT

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