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To: Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

K. UPSHAW & COMPANY, INC.

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|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
K. UPSHAW & COMPANY, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation under the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation K. UPSHAW & COMPANY, INC. with principal office and mailing address located at 3713 N.W. 115TH Ave., Coral Springs, FL 33085.

**ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The corporation is organized to have outstanding one class of stock. The maximum number of Shares designed as common stock . The maximum number of shares of common stock, which the corporation is authorized to have outstanding, is 100 shares of common stock at \$1.00 per share.

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Holders of common stocks are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

K. UPSHAW & COMPANY, INC. has named **Karen W. Upshaw** of 3713 N.W. 115th Ave., Coral Springs, FL 33065 the initial Registered Agent to accept service of process within Florida. The principal place of business of the corporation in the state of Florida is 3713 N.W. 115th Ave., Coral Springs, FL 33065.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation. The name and street address of the initial Director is:

Karen W. Upshaw 3713 N.W. 115th Ave., Coral Springs, FL 33065

ARTICLE VII

INCORPORATION

The name and address of the incorporator of these articles of Incorporation is **Karen W. Upshaw, 3713 N.W. 115th Ave., Coral Springs, FL 33065.**

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

INDEMNIFICATION

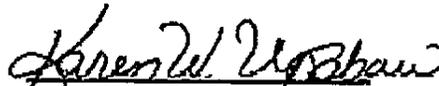
The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

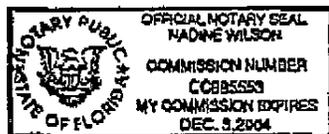
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 12 day of July 2001.


Karen W. Upshaw

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared **Karen W. Upshaw**, known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he/she acknowledged before me that he/she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 12th day of July 2001.



Nadine Wilson
NOTARY PUBLIC
State of Florida at Large

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CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:
FIRST that K. Upshaw & Company, INC. is desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 3713 N.W. 115th Ave., Coral Springs, FL 33065, has named Karen W. Upshaw 3713 N.W. 115th Ave., Coral Springs, FL 33065 as its Registered Agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated this 12th day of July 2001.

By: Karen W. Upshaw
Karen W. Upshaw
Registered Agent

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