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SECTION 7 OF STATE
TALLAHASSEE, FLORIDA
10-15-01

October 15, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-10/22/01--01013--014
*****87.50 *****87.50

Re: Upchurch Sales & Marketing, Inc.

Dear Sirs and/or Madame:

Enclosed please find two copies of the Articles of Incorporation for Upchurch Sales & Marketing, Inc. signed by James E. Upchurch who is the named agent of the Corporation, and a check in the amount of \$87.50.

The effective date of the corporation is to be October 15, 2001 per article XI.

If anything is incorrect, please send all correspondence to James E. Upchurch at the address listed below.

Thank you for your assistance in this matter.

Sincerely,

James E. Upchurch

James E. Upchurch
9208 Highland Ridge Way
Tampa, FL 33647

Enclosures

G. BLALOCK OCT 22 2001

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLES OF INCORPORATION

OF

UPCHURCH SALES & MARKETING, INC.

ARTICLE I. CORPORATE NAME

The name of this Corporation is: UPCHURCH SALES & MARKETING, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The authorized capital stock of this corporation shall consist of Five Hundred (500) shares of common stock, with par value of One and No/100 (\$1.00) dollar per share. Such stock shall possess and exercise exclusive voting rights. All such stock shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE V. PRINCIPAL ADDRESS

The principal office of this corporation shall be located at 9208 Highland Ridge Way, Tampa, Florida 33647, County of Hillsborough, State of Florida, but it may have such other offices within or without the State of Florida and within or without the United States of America as may be necessary or convenient.

ARTICLE VI. REGISTERED AGENT

The Registered Agent and the street address of the Registered Agent of this Corporation in the State of Florida shall be:

James E. Upchurch
9208 Highland Ridge Way
Tampa, FL 33647

ARTICLE VII. BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR

The names of the initial director of this Corporation and their address is:

James E. Upchurch
9208 Highland Ridge Way
Tampa, FL 33647

ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

James E. Upchurch
9208 Highland Ridge Way
Tampa, FL 33647

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. EFFECTIVE DATE

These Articles of Incorporation shall be effective October 15, 2001, as provided by Florida Statute 607.0123.


IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation of the 15 day of October, 2001.

James E. Upchurch
James E. Upchurch

STATE OF Florida

COUNTY OF Orange

BEFORE ME, a Notary Public, personally appeared James E. Upchurch to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation who did take and oath on this 15 day of October, 2001.

 Sheryl Kisting
My Commission DD045288
Expires August 08, 2005

Sheryl Kisting
Notary Public State of Florida
My Commission Expires: 08/08/05

That UPCHURCH SALES & MARKETING, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 9208 Highland Ridge Way, Tampa, Florida 33647, County of Hillsborough, State of Florida, has named James E. Upchurch, 9208 Highland Ridge Way, Tampa, Florida 33647 as its agent to accept service of process within this state.

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

James E. Upchurch
James E. Upchurch
Registered Agent