

## Florida Department of State

Division of Corporations  
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Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

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**FLORIDA PROFIT CORPORATION OR P.A.**

**UPSA CORPORATION**

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF

UPSA CORPORATION.

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ARTICLE I - NAME

The name of this corporation is : UPSA CORPORATION.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock at \$1000 par value.

ARTICLE V - RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT  
AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is:  
782 N.W. Lejeune Rd. Miami, Florida 33126

The name of the initial registered agent of this corporation at that address is

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FABIAN CALIXTO

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 directors initially. The number of directors may be increased or diminished from time to time as provided for by the By Laws. The names and addresses of the initial directors of this corporation are:

FABIAN CALIXTO

782 N.W. Lejeune Rd. Ste. 428  
Miami, Florida 33126

ARTICLE IX - INCORPORATORS

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

FABIAN CALIXTO

782 N.W. Lejeune Rd. Ste. 428  
Miami, Florida 33126

ARTICLE X - BY LAWS

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

ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

FABIAN CALIXTO

100 % SHARES

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

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ARTICLE XII - CUMULATIVE VOTING

At each election for directors each shareholders entitled to vote at such election shall have the right to cumulate his vote by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such number of such candidates.

ARTICLE XIII - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors.

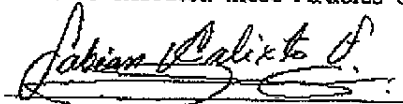
ARTICLE XIV - SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present, the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 21 day of December, 2001.

  
FABIAN CALIXTO

STATE OF FLORIDA

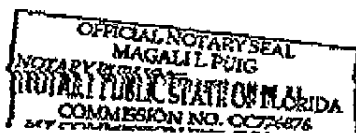
COUNTY OF DADE

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared FABIAN CALIXTO to me known to be the person described in and who executed the same for the purposes therein they expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 21 day of December, 2001.

  
NOTARY PUBLIC, State of Florida at large

My Commission Expires:



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STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the  
Services of Process Within This State, Naming Agent  
Upon Whom Process May Be Served and Names  
and Addresses of the Officers  
and Directors

The following is submitted, in compliance with Chapter 48.091, Florida Statute: UPSA CORPORATION  
a corporation organized or organizing under the laws of the State of Florida with its  
principal office at 782 N.W. Lejeune Rd. Miami, FL 33126 in the city of Miami, county of  
Miami Dade, State of Florida has named FABIAN CALIXTO located at 782 N.W. Lejeune Rd. Ste  
428 Miami FL 33126 in the city of Miami, county of Miami Dade, State of Florida as its agent  
to accept service of process within this State.

NAME

SPECIFIC ADDRESS

FABIAN CALIXTO

782 N.W. Lejeune Rd. Ste. 428  
Miami Florida 33126

DIRECTORS:

NAME

TITLE

SPECIFIC ADDRESS

FABIAN CALIXTO

Pres. Sec

782 N.W. Lejeune Rd. Ste. 428  
Miami Florida 33126

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ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept, service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

*Joachim Balixt*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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