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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Upper Level Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Upper Level Inc.

Article II. Address

The Corporation's mailing address is:
Upper Level Inc.
100 Kings Point Drive
#1215
Sunny Isles FL 33160

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Jorge Arenas
100 Kings Point Drive
#1215
Sunny Isles FL 33160

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Jorge Arenas

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

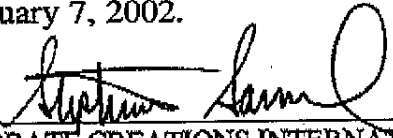
The name and address of the incorporator is:

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 7, 2002.

The undersigned incorporator executed these Articles of Incorporation on January 7, 2002.



CORPORATE CREATIONS INTERNATIONAL INC.
Stephen T. Samuel Vice President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

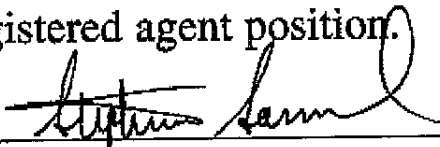
CORPORATION:

Upper Level Inc.

REGISTERED AGENT/OFFICE:

Jorge Arenas
100 Kings Point Drive
#1215
Sunny Isles FL 33160

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JORGE ARENAS
by S.T. Samuel as attorney-in-fact

Date: January 7, 2002

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