

**Electronic Articles of Incorporation
For**

**P03000017804
FILED
February 13, 2003
Sec. Of State**

UPSCALE RESALE ONLINE, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

UPSCALE RESALE ONLINE, INC.

Article II

The principal place of business address:

27123 SHELL RIDGE CIRCLE
BONITA SPRINGS, FL. 34134

The mailing address of the corporation is:

27123 SHELL RIDGE CIRCLE
BONITA SPRINGS, FL. 34134

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

10000

Article V

The name and Florida street address of the registered agent is:

VALERIE L GORMAN
27123 SHELL RIDGE CIRCLE
BONITA SPRINGS, FL. 34134

I certify that I am familiar with and accept the responsibilities of registered agent.

**P03000017804
FILED
February 13, 2003
Sec. Of State**

Registered Agent Signature: VALERIE L. GORMAN

Article VI

The name and address of the incorporator is:

JAMES D. DATI, ESQ.
BOND, SCHOENECK & KING, P.A.
26811 SOUTH BAY DRIVE, SUITE 200
BONITA SPRINGS, FL 34134

Incorporator Signature: JAMES D. DATI

Article VII

The effective date for this corporation shall be:

02/13/2003