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Patrick V. Fogarty, Esquire
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karacorp@att.net

8949 S/E Bridge Rd. #303
Hobe Sound, Fl 33455
(mail)

9069 S/E Bridge Rd.
Hobe Sound, Fl 33455
(location)

June 25, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To whom it may concern,

Please find enclosed an original and one copy of Articles of Incorporation for Upson Interior Design, Inc. A check is included for \$78.73, to cover filing fees, agent fees and the return of one certified copy of the Articles.

Thank You,


Patrick V. Fogarty

ARTICLES OF INCORPORATION

OF

UPSON INTERIOR DESIGN, INC.
A Florida Corporation

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be UPSON INTERIOR DESIGN, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purpose for which the corporation is organized is:

1. To provide interior design, space planning and interior decoration, artistic and design services.
2. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act.
3. To do such other things as are incidental to the foregoing, or necessary or desirable, in order to accomplish the foregoing, including borrowing or raising money for any purpose of the corporation, securing the same, mortgaging all or any part of the corporate property, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall have a par value of one United State's Dollar (\$1.00)

ARTICLE V

The name of the initial resident officer / director shall be: **Theresa J. Upson, 9069 S/E Bridge Road, Suite A, Hobe Sound, Florida, 33455.**

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is two. The name and address of each person who is to serve as a member of the initial Board of Directors:

Theresa J. Upson, 9069 S/E Bridge Road, Suite A, Hobe Sound, Florida, 33455
Wayne R. Upson, 9069 S/E Bridge Road, Suite A, Hobe Sound, Florida, 33455

ARTICLE VII

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record and by not more than ten (10) persons. Stock will be issued and transferred only to: 1) natural person; 2) estates; or 3) a trust described in 26 U.S.C.S. Section 1371, defining a qualified "small business corporation". In addition no stock shall be issued or transferred to a non-resident alien.

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ARTICLE VIII

It is the intention of the incorporators of this corporation that the first Board of Directors adopt a plan under section 1244 of the Internal Revenue Code, allowing a limited ordinary loss to individuals for loss on stock of a "small business corporation" which qualifies under the Code.

ARTICLE IX

No stockholder shall have the right to sell, pledge, encumber, transfer or otherwise dispose of any shares of the corporation without first offering such shares for the sale to the corporation at the net asset value thereof. If the corporation fails or refuses to make satisfactory arrangements for the purchase of such shares within ninety (90) days from the written notice thereof, the stockholder shall have the right to dispose of the shares as he may see fit.

ARTICLE X

The name and address of each incorporator is:

Theresa J. Upson, 9069 S/E Bridge Road, Suite A, Hobe Sound, Florida, 33455
Wayne R. Upson, 9069 S/E Bridge Road, Suite A, Hobe Sound, Florida, 33455

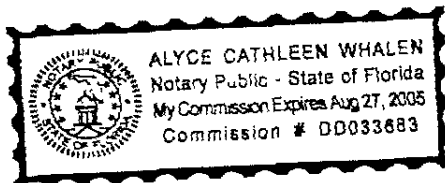
Executed by the undersigned at Hobe Sound, FL, Martin County,
Florida 33455, on this 29 day, July month, 2003.

By Theresa J. Upson
Theresa J. Upson
Wayne R. Upson
Wayne R. Upson

STATE OF FLORIDA}
COUNTY OF MARTIN}

I hereby certify that on this day, before me, a Notary Public, duly authorized to administer oaths and take acknowledgments, personally appeared Wayne R. Upson, Theresa J. Upson, who is known personally to me, or who produced identification, described as _____, and who executed the foregoing Articles of Incorporation as subscriber and acknowledged before me that s/he subscribed to those Articles of Corporation.

WITNESS my hand and seal in the County of Martin and in the State of Florida this 29 day, of
July month, 2003.



Alyce Cathleen Whalen
Print Name:
NOTARY PUBLIC, FLORIDA
Serial Number: _____
My Commission Expires: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE RESIDENT AGENT UPON
WHICH PROCESS MAY BE SERVED**

In pursuance of Chapter 48.09 Florida Statutes, the following is submitted in compliance with said Act:

That Upson Interior Design, Inc. designing to organize under the laws of the State of Florida, with its principal place office as indicated in the Articles of Incorporation at:

9069 Bridge Road, Suite A, Hobe Sound, Florida, 33455

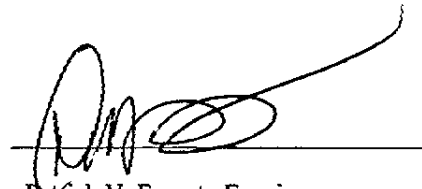
has named:

**Patrick V. Fogarty Esquire
9069 Bridge Road, Suite C
Hobe Sound, Florida 33455**

As its registered agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office



Patrick V. Fogarty Esquire
9069 S/E Bridge Road, Suite C
Hobe Sound, Florida 33455

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TALLAHASSEE, FLORIDA