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(Requestor's Name)

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(City/State/Zip/Phone #)

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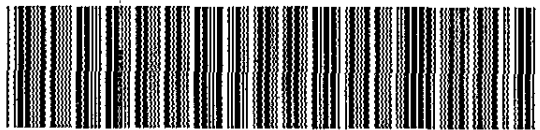
(Business Entity Name)

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CERTIFICATE OF INCORPORATION
OF
UPPER LEVEL DEVELOPMENT, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida.

ARTICLE I

The name of this corporation shall be: Upper Level Development, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. The principal place of business and mailing address of this corporation is :

714 S.E. 3rd Ct.

Dania Beach, Florida 33004

ARTICLE III

The specific purpose for Upper Level Development, Inc. is Real Estate Development and Construction.

ARTICLE IV

The business will commence with \$25,000 which will be comprised of 1000 shares at \$25.00/ share.

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ARTICLE V

The names and street addresses of the members of the first Board of Directors of this Corporation are as follows:

Eric Joseph 714 S.E. 3rd Court
Eric Joseph Dania Beach, Fl 33004

Cynthia Joseph 714 S.E. 3rd Court
Cynthia Joseph Dania Beach, Fl 33004

ARTICLE VI

Certificate designating place of business or domicile for the service of process within this state, naming agent upon whom process may be served.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Upper Level Development, Inc., desiring to organize under the Laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of Dania Beach, County of Broward, State of Florida, has named Cynthia Joseph, located at 714 S.E. 3rd. Ct. Dania Beach, Florida, 33004, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT

Having been named to accept services 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.

By: *Cynthia Joseph*
Resident Agent

ARTICLE VII

The corporate existence of this corporation shall begin on this date Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, The undersigned, Cynthia Joseph being natural in person, competent to contract, have hereunto set her hands and seals this 20th day of August 2004.

Cynthia Joseph

STATE OF FLORIDA, COUNTY OF BROWARD.

BEFORE ME, The undersigned Notary Public of the State of Florida personally appeared Cynthia Joseph to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 20 day of August 2004.

Elvira R. Barillo

Notary Public



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