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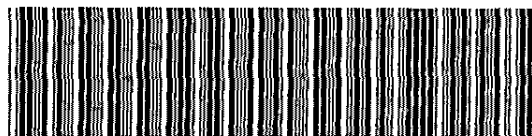
(Business Entity Name)

(Document Number)

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SECRETARY'S OFFICE
FALL APPEAL

TH 10/5/04



G. Michael Mackenzie, P.A.

October 4, 2004

Department of State
Division of Corporation
409 E. Gaines St.
Tallahassee, Fla. 32399

In Re: Articles of Incorporation of
 U. P. CONSULTING, INC.

Dear Sir/Madame:

Please find enclosed Articles of Incorporation for U. P. CONSULTING, INC. Also enclosed is a check in the amount of \$78.75 to cover filing fees and a certified copy. A SASE is also included for your convenience.

If you have any questions, please call at (727) 733-1722.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Leslie Lucchesi'.

Leslie Lucchesi
Legal Assistant

enclosures//

• Michael Mackenzie, Attorney and Counselor at Law •
Board Certified Real Estate Lawyer • Mortgage Law • Corporate & Business Law • Estate Planning
1027 Broadway, Dunedin, FL 34698 • PH: (727) 733-1722 • FX: (727) 733-1717 •
mike@mike-mackenzie.com • w³.mike-mackenzie.com

ARTICLES OF INCORPORATION
OF
U. P. CONSULTING, INC.

FILED
04 OCT -5 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME.

The name of the corporation is U. P. CONSULTING, INC.

ARTICLE II. PRINCIPAL OFFICE AND REGISTERED AGENT.

The principal office of the Corporation is at 914 Curlew Rd., #116, Dunedin, Florida 34698, in Pinellas County, State of Florida. The registered agent at this address is James J. O'Neill.

ARTICLE III. DURATION.

The Corporation shall have perpetual existence.

ARTICLE IV. NATURE OF BUSINESS.

The general nature of the business to be transacted by this corporation is a consulting business, and any other activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. POWERS.

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;
- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;
- (E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VI. CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is 1,000 shares at \$.50 par value.

Section 2. Pre-emptive rights. The holder of any shares of the stock of the Corporation shall have pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VII. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is \$500 Dollars.

ARTICLE VIII. DIRECTORS.

This corporation shall not have Directors, but will be managed by the stockholders.

ARTICLE IX. INITIAL OFFICERS

The names and street address of the officers of the corporation, who, subject to this Charter, By-laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until an election is held by

the stockholders for the election of permanent officers, or until their successors have been duly elected and qualified, are:

NAME & ADDRESS

OFFICE

James J. O'Neill
914 Curlew Rd., #116
Dunedin, FL 34698

President/Secretary

ARTICLE X. SUBSCRIBERS

The names and the street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefor are:

NAME & ADDRESS

SHARES

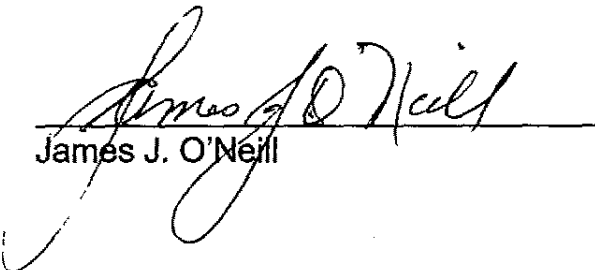
CONSIDERATION

James J. O'Neill
914 Curlew Rd., #116
Dunedin, FL 34698

1000

\$500.00


IN WITNESS WHEREOF, the undersigned have hereunto set their hands to the foregoing Articles of Incorporation for U. P. CONSULTING, INC. this 30 day of September, 2004.


James J. O'Neill

STATE OF FLORIDA
COUNTY OF PINELLAS

Acknowledged before me on this 30th day of September, 2004, by James J. O'Neill, who is / is not personally known to me, or who presented _____
Florida Drivers Licence as identification.

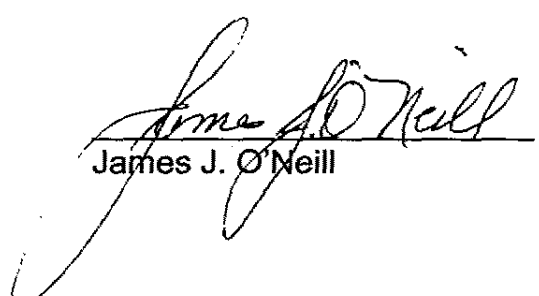
ANNE L. HUNT
Notary Public - New Jersey
My Commission Expires
December 28, 2006



NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for the Florida Corporation, U. P. CONSULTING, INC.

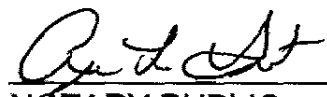


James J. O'Neill

STATE OF FLORIDA
COUNTY OF PINELLAS

Acknowledged before me on this 30th day of September, 2004, by James J. O'Neill, who is / is not personally known to me, or who presented _____
Florida Drivers Licence as identification.

ANNE L. HUNT
Notary Public - New Jersey
My Commission Expires
December 28, 2006



NOTARY PUBLIC
My Commission Expires: