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

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

UPTON & SONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
UPTON & SONS, INC.

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be :

UPTON & SONS, INC.

ARTICLE II : PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be :

15655 75 WAY NORTH

PALM BEACH GARDENS, FL. 33418

ARTICLE III : CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is :One Hundred (100) Shares having a par value of no par per share.

ARTICLE IV : REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent is :

RICKY FOXX UPTON

15655 75 WAY NORTH

PALM BEACH GARDENS, FL. 33418

THESE ARTICLES WERE PREPARED BY
DAVID M. PICCOLO, ATTORNEY AT LAW
FL. BAR NO.: 0846074

1738 45TH STREET, WEST PALM BEACH, FL. 33407
(561) 881-9151

ARTICLE V: PREEMPTIVE RIGHTS

UPTON & SONS, INC. elects to have preemptive rights.

ARTICLE VI: REMOVAL OF DIRECTORS

Director(s) of UPTON & SONS, INC. may be removed only for cause.

ARTICLE VII: TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VIII: INCORPORATOR(S)

The name(s) and street address of the incorporator of these Articles of Incorporation is:

RICKY FOXX UPTON

15655 75 WAY NORTH

PALM BEACH GARDENS, FL. 33418

ARTICLE IX: OFFICER(S) / DIRECTOR(S)

D/P/VP/T/S RICKY FOXX UPTON

15655 75 WAY NORTH

PALM BEACH GARDENS, FL. 33418

The undersigned incorporator has executed these Articles of Incorporation this 11th day
of JANUARY, 2005.


UPTON & SONS, INC.

RICKY FOXX UPTON

Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, the State of Florida.

1. The name of the Corporation:

UPTON & SONS, INC.

2. The name and address of the registered agent and office is :

RICKY FOXX UPTON, 15655 75 WAY NORTH, PALM BEACH GARDENS, FL 33418

SIGNATURE

TITLE

DATE

Ricky Foxx
President
1-11-05

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES, AND ACCEPT THE DUTIES AND
OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE

Ricky Foxx
1-11-05