

**Electronic Articles of Incorporation  
For**

P05000016147  
FILED  
February 01, 2005  
Sec. Of State  
Ipooles

UPSIDE TECHNOLOGY, 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:

UPSIDE TECHNOLOGY, INC.

**Article II**

The principal place of business address:

2208 RIVER OAK LN  
FORT MYERS, FL. 33905

The mailing address of the corporation is:

2208 RIVER OAK LN  
FORT MYERS, FL. 33905

**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:

25,000

**Article V**

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

RUSSELL E BENZING  
2208 RIVER OAK LN  
FORT MYERS, FL. 33905

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

**P05000016147**  
**FILED**  
**February 01, 2005**  
**Sec. Of State**  
**Ipoole**

Registered Agent Signature: RUSSELL E. BENZING

### **Article VI**

The name and address of the incorporator is:

RUSSELL E. BENZING  
2208 RIVER OAK LN.  
FORT MYERS, FL 33905

Incorporator Signature: RUSSELL E. BENZING

### **Article VII**

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P  
RUSSELL E BENZING  
2208 RIVER OAK LN.  
FORT MYERS, FL. 33905

Title: S,T  
WILLIAM L DAVIS  
2208 RIVER OAK LN  
FORT MYERS, FL. 33905

### **Article VIII**

The effective date for this corporation shall be:

02/01/2005