

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : JOSEPH Y. DIAZ, ESQUIRE
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FLORIDA PROFIT CORPORATION OR P.A.

Upton Entertainment, Inc.

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ARTICLES OF INCORPORATION
OF
UPTON ENTERTAINMENT, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is UPTON ENTERTAINMENT, INC.

ARTICLE II: PRINCIPAL OFFICE ADDRESS

The principal office of the corporation shall be located at 2306 S. Valrico Road, Valrico, FL 33594, and the mailing address of the corporation shall be 2306 S. Valrico Road, Valrico, FL 33594.

ARTICLE III: EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IV: PURPOSE

The nature of the business and the objects and purposes proposed to be transacted, promoted or carried on are to engage in any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

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This Instrument Prepared By:
Joseph L. Diaz, Esquire
2522 West Kennedy Boulevard
Tampa, FL 33609
813/879-6164
Florida Bar No. 179925

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ARTICLE V: CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is seven thousand (7,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The post office address of the corporation's initial registered agent is 2522 West Kennedy Boulevard, Tampa, Florida 33609, and the name of the initial registered agent at such address is Joseph L. Diaz. The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VII: INITIAL DIRECTOR

The initial Board of Directors shall initially consist of one (1) Director, whose name and post office address is as follows:

Gary Stephen Upton
2306 S. Valrico Road
Valrico, FL 33594

who shall hold office until the first annual meeting of the shareholders, and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

The number of Directors may be increased or decreased from time to time by Amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than one (1).

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ARTICLE VIII: INCORPORATOR

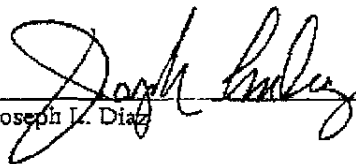
The name and post office address of the person filing these Articles of Incorporation as incorporator is as follows:

Joseph L. Diaz
2522 West Kennedy Blvd.
Tampa, Florida 33609

ARTICLE IX: AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to these reservations.

IN WITNESS WHEREOF, the incorporator above named has set his hand and seal this 15th day of March, 2005, for the purpose of forming this corporation under the laws of the State of Florida, and I make, subscribe, acknowledge and file these Articles of Incorporation, and certify that the facts herein stated are true.


Joseph L. Diaz

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RESIDENT AGENT CERTIFICATE

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

UPTON ENTERTAINMENT, INC., desiring to organize under the laws of the State of Florida with its principal office located at 2306 S. Valrico Road, Valrico, FL 33594, has named Joseph L. Diaz, located at 2522 West Kennedy Blvd., Tampa, Florida 33609, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named 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.


Joseph L. Diaz

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