

**Electronic Articles of Incorporation
For**

P05000051048
FILED
April 06, 2005
Sec. Of State
cgolden

UPG HOLDINGS, 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:

UPG HOLDINGS, INC.

Article II

The principal place of business address:

1361 13TH AVENUE SOUTH
SUITE 245
JACKSONVILLE BEACH, FL. 32250

The mailing address of the corporation is:

1361 13TH AVENUE SOUTH
SUITE 245
JACKSONVILLE BEACH, FL. 32250

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:

1000

Article V

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

DAVID R REPASS
1301 RIVERPLACE BOULEVARD
SUITE 2601
JACKSONVILLE, FL. 32207

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

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Registered Agent Signature: DAVID R REPASS

Article VI

The name and address of the incorporator is:

DAVID R. REPASS
1301 RIVERPLACE BOULEVARD
SUITE 2601
JACKSONVILLE, FL 32207

Incorporator Signature: DAVID R. REPASS

Article VII

The effective date for this corporation shall be:

04/01/2005