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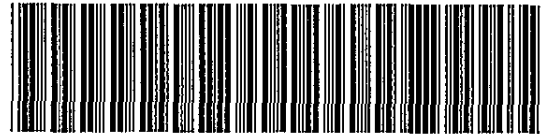
(Business Entity Name)

(Document Number)

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2005 APR 29 A 8:53
CLERK OF STATE
TALLAHASSEE, FLORIDA

D. WHITE MAY - 2 2005

BONDURANT AND FUQUA, P.A.

ATTORNEYS AT LAW
4450 LAFAYETTE STREET
POST OFFICE BOX 1508
MARIANNA, FLORIDA 32447

FRANK E. BONDURANT
TELEPHONE: (850) 526-2263/EXT. 29
FACSIMILE: (850) 526-5947
E-mail: fbondurant@earthlink.net

H. MATTHEW FUQUA
TELEPHONE: (850) 526-2263/EXT. 30
FACSIMILE: (850) 526-5947
E-mail: mfuqua@earthlink.net

April 12, 2005

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: Upanotch, Inc.
Articles of Incorporation

Dear Madam:

Enclosed please find the original and one copy of the Article of Incorporation for Upanotch, Inc., which includes the designation of registered agent. You will also find enclosed our check in the amount of \$78.75 to cover the following costs:

Filing Fees	\$ 35.00
Designation of Resident Agent	\$ 35.00
Certified Copy of Articles	<u>\$ 8.75</u>
TOTAL	\$ 78.75

Your prompt attention in this regard is greatly appreciated.

Sincerely,



H. Matthew Fuqua
For the Firm

HMF/st

Enc:



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 22, 2005

H. MATTHEW FUQUA, ESQUIRE
PO BOX 1508
MARIANNA, FL 32447

SUBJECT: UPANOTCH, INC.
Ref. Number: W05000020515

We have received your document for UPANOTCH, INC. and your check(s) totaling \$78.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

See Article VI and the Certificate Designating Place of Business or Domicile for the Service of Process...

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 905A00027940

ARTICLES OF INCORPORATION

OF

UPANOTCH, INC.

FILED

2005 APR 29 A 8:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE
NAME

The name of this corporation is Upanotch, Inc.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit trust, surety, express, railroad, canal, telephone, telegraph, or cemetery company, a building and loan association, fraternal benefit society, state fair nor exposition.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 100 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.00.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
ADDRESS

The initial post office address of the initial principal office of this corporation is 19760 N. W. County Road 275, Altha, Florida 32421. The name of the initial Resident Agent in the State of Florida is Robert Gurnsey, whose address is 19760 N. W. County Road 275, Altha, Florida 32421. The Board of Directors may, from time to time, move the initial registered office of the corporation to any other address in the State of Florida.

ARTICLE VII
DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time, by bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII
INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Lori Gurnsey	19760 N. W. County Road 275, Altha, FL 32421

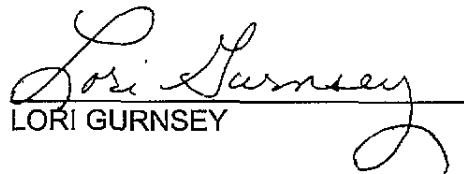
ARTICLE IX
SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation, the number of shares each agrees to take, and the value of consideration therefore, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>CONSIDERATION</u>	<u>SHARES</u>
Lori Gurnsey	19760 N. W. County Road 275 Altha, Florida 32421	\$10.00	10

ARTICLE X
AMENDMENT

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


LORI GURNSEY

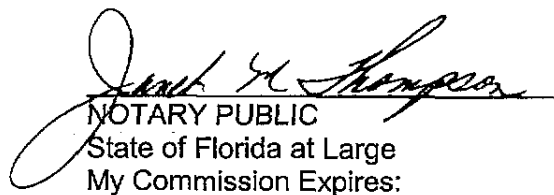
STATE OF FLORIDA
COUNTY OF JACKSON:

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared Lori Gurnsey, to me known to be the person described in and who executed the foregoing Articles of Incorporation as a SUBSCRIBER, and she acknowledged before me that she subscribed to those Articles of Incorporation.

SWORN TO AND SUBSCRIBED BEFORE ME, this the 12th day of April, 2005, by Lori Gurnsey, who () is personally known to me or (✓) has produced a valid Florida Drivers License as identification, and who did take an oath.



Janet M. Thompson
MY COMMISSION # DD046308 EXPIRES
October 3, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

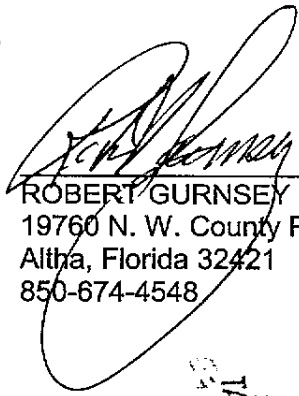

NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That Upanotch, Inc., desiring to be organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Altha, Calhoun County, Florida, has named Robert Gurnsey, whose street address is 19760 N. W. County Road 275, Altha, Florida 32421, and whose mailing address is the same, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-styled corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act to relative keeping open said office.


ROBERT GURNSEY
19760 N. W. County Road 275
Altha, Florida 32421
850-674-4548

64
SEC. OF STATE
TALLAHASSEE, FLORIDA

2005 APR 29 A 8:53

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