

**Electronic Articles of Incorporation
For**

P05000117909
FILED
August 24, 2005
Sec. Of State
jshivers

UPSCALE RESALE OF N.W. FLORIDA, 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:

UPSCALE RESALE OF N.W. FLORIDA, INC.

Article II

The principal place of business address:

816 AIRPORT RD.
DESTIN, FL. US 32541

The mailing address of the corporation is:

816 AIRPORT RD.
DESTIN, FL. US 32541

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:

1,000 @\$1.00 PAR VALUE EACH SHARE

Article V

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

RENEE M SMITH
816 AIRPORT RD.
DESTIN, FL. 32541

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

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Registered Agent Signature: RENEE M. SMITH

Article VI

The name and address of the incorporator is:

RENEE M. SMITH
3812 MISTY WAY
DESTIN, FL 32541

Incorporator Signature: RENEE M. SMITH

Article VII

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

Title: P-D
RENEE M SMITH
3812 MISTY WAY
DESTIN, FL. 32541 US

Title: VP-D
SAMUEL S SIMMONS
3812 MISTY WAY
DESTIN, FL. 32541 US