

**Electronic Articles of Incorporation
For**

P05000141921
FILED
October 18, 2005
Sec. Of State
mdickey

UPSIDE DOWN ENTERTAINMENT 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 DOWN ENTERTAINMENT INC.

Article II

The principal place of business address:

141 N.E. 3RD AVE.
MIAMI, FL. US 33132

The mailing address of the corporation is:

141 N.E. 3RD AVE.
MIAMI, FL. US 33132

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:

7500 @ \$1.00

Article V

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

ADRIAN A SANTALLA
600 PARK VIEW DR .
HALLANDALE, FL, FL. 33009

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

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Registered Agent Signature: ADRIAN A. SANTALLA

Article VI

The name and address of the incorporator is:

ADRIAN A. SANTALLA
600 PARK VIEW DR.
HALLANDALE, FL 33009

Incorporator Signature: ADRIAN A. SANTALLA

Article VII

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

Title: P
ADRIAN A SANTALLA
600 PARK VIEW DR.
HALLANDALE, FL. 33009 US

Title: VP
ADRIAN A SANTALLA
600 PARK VIEW DR.
HALLANDALE, FL. 33009 US

Title: SEC
RAUL SANTALLA
4811 NW 5 ST
MIAMI, FL. 33126