

**Electronic Articles of Incorporation
For**

P06000015202
FILED
January 31, 2006
Sec. Of State
Ipoole

UPSIDE NETWORK CORPORATION

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 NETWORK CORPORATION

Article II

The principal place of business address:

4857 N.W. 116 COURT
MIAMI, FL. 33178

The mailing address of the corporation is:

4857 N.W. 116 COURT
MIAMI, FL. 33178

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:

100

Article V

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

JESUS A PRENT
4857 N.W. 116 COURT
MIAMI, FL. 33178

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

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Registered Agent Signature: JESUS A. PRENT

Article VI

The name and address of the incorporator is:

JESUS A. PRENT
4857 N.W. 116 COURT

MIAMI, FLORIDA 33178

Incorporator Signature: JESUS A. PRENT

Article VII

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

Title: PSD
JESUS A PRENT
4857 N.W. 116 COURT
MIAMI, FL. 33178

Article VIII

The effective date for this corporation shall be:

01/31/2006