

**Electronic Articles of Incorporation
For**

P06000061698
FILED
May 01, 2006
Sec. Of State
jshivers

UPSIDE LIVING 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 LIVING INC

Article II

The principal place of business address:

9070 US HWY 1
MICCO, FL. 32976

The mailing address of the corporation is:

9070 US HWY 1
MICCO, FL. 32976

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:

500

Article V

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

TERESA DEVINE
9070 US HWY 1
MICCO, FL. 32976

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

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Registered Agent Signature: TERESA DEVINE

Article VI

The name and address of the incorporator is:

MANDY KARST
807 GLADIOLA AVE

SEBASTIAN, FL 32958

Incorporator Signature: MANDY KARST

Article VII

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

Title: PST
TERESA DEVINE
9070 US HWY 1
MICCO, FL. 32976

Title: VP
LARRY K DEVINE
9070 US HWY 1
MICCO, FL. 32976

Article VIII

The effective date for this corporation shall be:

05/01/2006