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(Requestor's Name)

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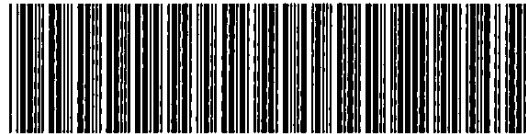
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2006 OCT 27 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Michael C. Becker & Co.

Certified Public Accountants

1897 Palm Beach Lakes Blvd.
Suite 210
West Palm Beach, Florida 33409

West Palm Beach (561) 689-4093
Boca Raton (561) 391-0945
Miami (305) 266-6691
Fax (561) 697-4359

October 24, 2006

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Subject: Uperi Group, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and a check in the amount of \$70.00.

Also enclosed, is a stamped, self-addressed envelope so that you may return to me a confirmation of the filing.

Should you require any further information, please do not hesitate to contact me.

Sincerely,



Michael C. Becker, C.P.A.

MCB/prw
Enc.

ARTICLES OF INCORPORATION

OF

UPERI GROUP, INC.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: Uperi Group, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

587 Prestwick Circle #4
Palm Beach Gardens, FL 33418

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One thousand (1,000) and the par value is \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Amanda K. Uperi
587 Prestwick Circle #4
Palm Beach Gardens, FL 33418

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Amanda K. Uperi
587 Prestwick Circle # 4
Palm Beach Gardens, FL 33418

The undersigned have executed these Articles of Incorporation

this 25th day of October, 20 06.

Amanda K. Uperi
SIGNATURE

TITLE: President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: Uperi Group, Inc.
2. The name and address of the registered agent and office is:

Amanda K. Uperi
587 Prestwick Circle #4
Palm Beach Gardens, FL 33418

SIGNATURE: A K Uperi
(Corporate Officer)

TITLE: President

DATE: Oct - 25th - 2006

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: A K Uperi
DATE: Oct - 25th - 2006

REGISTERED AGENT FILING FEE: \$35.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA