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(Requestor's Name)

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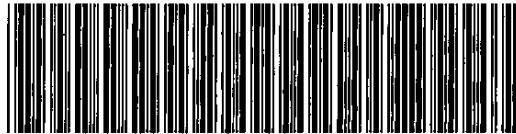
(Business Entity Name)

(Document Number)

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FILED
06 NOV 27 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CS 11-28

November 21, 2006

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Subj: Incorporation of UPSCALE TO SELL, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fees.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Nonlawyer Services, Inc., 1592 N. Highway A1A, Satellite Beach, Florida 32937. Telephone Number (321) 773-2020.

Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'Robert Wagner', with a stylized, flowing script.

ROBERT WAGNER

ARTICLES OF INCORPORATION

OF

UPSCALE TO SELL, INC.

ARTICLE I. NAME

The name of this corporation is

UPSCALE TO SELL, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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TALLAHASSEE, FLORIDA

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 868 Gillmar Avenue, NW, Palm Bay, Florida 32907, and the name of the initial registered agent of this corporation at that address is ROBERT WAGNER.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

ROBERT WAGNER
868 Gillmar Avenue, NW
Palm Bay, Florida 32907

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 868 Gillmar Avenue, NW, Palm Bay, Florida 32907, and the mailing address of the corporation is 868 Gillmar Avenue, NW, Palm Bay, Florida 32907.

ARTICLE IX. INCORPORATOR

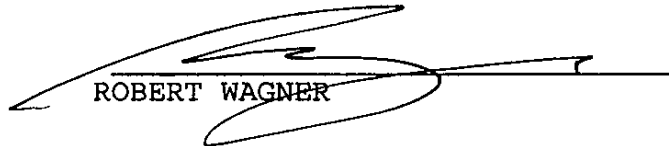
The name and address of the person signing these articles is:

ROBERT WAGNER
868 Gillmar Avenue, NW
Palm Bay, Florida 32907

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 21st day of November, 2006.


ROBERT WAGNER

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ROBERT WAGNER, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 21st day of November, 2006.


Notary Public



NADEAN C. DENISON
MY COMMISSION # DD 344476
EXPIRES: September 4, 2008
Bonded Thru Budget Notary Services

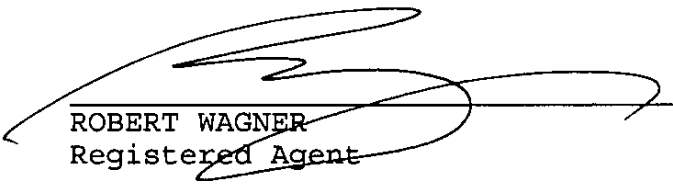
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That UPSCALE TO SELL, INC., desiring to organize under the
laws of the State of Florida, with its principal office at 868
Gillmar Avenue, NW, Palm Bay, Florida 32907, has named ROBERT
WAGNER located at 868 Gillmar Avenue, NW, Palm Bay, Florida
32907, as its agent to accept service of process within this
state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law relative
to keeping the designated office open.



ROBERT WAGNER
Registered Agent

FILED
06 NOV 27 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA