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Amend

FILED
07 FEB -5 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~FILED~~ FEB 06 2007

February 1, 2007

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

Subj: Amendment of UPSCALE TO SELL, INC.

Dear Sir:

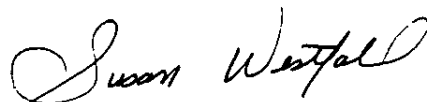
Enclosed please find the following:

1. The original and one copy of the Amendment to Articles of Incorporation for the subject corporation.

2. A check in the amount of \$35.00 to cover the filing fees for the Amendment to the existing Articles.

Kindly acknowledge filing of this Amendment to the Articles of incorporation, in compliance with Florida law and return the certified copy of the Amendment to the Articles of Incorporation to the undersigned at Atlantic Nonlawyer Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937. ~~(321) 773-2020~~.

Thank you for your assistance in this matter.

A handwritten signature in black ink, appearing to read "Susan Westfall", with a stylized, cursive script.

SUSAN WESTFALL

AMENDMENT TO ARTICLES
TO
ARTICLES OF INCORPORATION
OF

UPSCALE TO SELL, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

The name of the Corporation is UPSCALE TO SELL, INC., which was duly incorporated on November 27, 2006 by the State of Florida.

ARTICLE VI

The street address of the new registered office of this corporation is 1385 Talon Way, Melbourne, Florida 32934, and the name of the registered agent of this corporation at that address is SUSAN WESTFALL.

ARTICLE VII

This corporation shall have one director. The name and address of the director of this corporation is:

SUSAN WESTFALL
1385 Talon Way
Melbourne, Florida 32934

The name and address of each of the officer of this Corporation is as follows:

SUSAN WESTFALL
1385 Talon Way
Melbourne, Florida 32934

All other Articles of the Corporation remain unchanged.

The Director and Shareholder of the Corporation wish to accept the resignation of ROBERT WAGNER as Registered Agent of the Corporation.

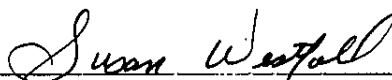
The Director and Shareholder of the Corporation wish to accept the appointment of SUSAN WESTFALL as a Director and an Officer of the Corporation.

The Directors, Shareholders and Officers adopt this amendment effective at their Special Meeting dated February 5, 2007.

The effective date of the adoption by the Directors, Shareholders and Officers of the above mentioned Amendments was February 5, 2007.

The Amendments were adopted by the Directors, the Shareholders and the Officers of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Amendment on the 1st day of February, 2007 in Satellite Beach, Florida.


SUSAN WESTFALL Director,
Shareholder, Registered Agent
President

STATE OF FLORIDA
COUNTY OF BREVARD

Before me personally appeared SUSAN WESTFALL, who has SWORN TO AND SUBSCRIBED before me this 1st day of February 2007, to be the persons who executed this Amendment, and he acknowledged before me that they executed this Amendment for UPSCALE TO SELL, INC., on behalf of the Corporation and has presented FL/DL as identification.



Danielle V. Puckett
Commission #DD262058
Expires: Oct 26, 2007
Bonded Thru
Atlantic Bonding Co., Inc

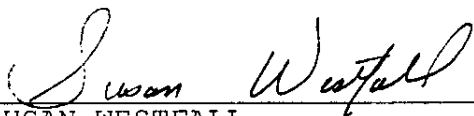

Notary Public

DESIGNATION
AS
REGISTERED AGENT

That UPSCALE TO SELL, INC., organize under the laws of the State of Florida, with its principal office at 1385 Talon Way, Melbourne, Florida 32934, has named SUSAN WESTFALL, located at 1385 Talon Way, Melbourne, Florida 32934, 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.



SUSAN WESTFALL
Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

Before me personally appeared SUSAN WESTFALL, who has SWORN TO AND SUBSCRIBED before me this 1st day of February 2007, to be the person who presented FL/DL as identification.



Danielle V. Puckett
Commission #DD262058
Expires: Oct 26, 2007
Bonded Thru
Atlantic Bonding Co., Inc.



Notary Public

RESIGNATION OF DIRECTOR AND OFFICER

UPSCALE TO SELL, INC.

I, ROBERT WAGNER does hereby resign as Registered Agent of the corporation UPSCALE TO SELL, INC., effective as of February, 2007.

Date: 2/1/07


ROBERT WAGNER

STATE OF FLORIDA
COUNTY OF BREVARD

Before me personally appeared ROBERT WAGNER, known to me and known by me to be the person who executed the foregoing on behalf of the Corporation.



Danielle V. Puckett
Commission #DD262058
Expires: Oct 26, 2007
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public