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FLORIDA PROFIT/NON PROFIT CORPORATION

LUPTON REAL ESTATE GROUP, INC.

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Lupton's Catering

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ARTICLES OF INCORPORATION

OF

LUPTON REAL ESTATE GROUP, INC.

2001 APR -5 AHII: 27
SECRETARY OF STATE
TALLAHASSEE, FLORID

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

Article 1 - Name and Address

The name of this Corporation is Lupton Real Estate Group, Inc. The principal place of business of this Corporation shall be 5130 Gall Blvd., Zephyrhills, Florida 33542, and the mailing address is P.O. Box 16768, Temple Terrace, Florida 33687, or such other place as may be designated by the Board of Directors.

Article 2 - Commencement of Business

The Corporation shall commence as of filing of these Articles of Incorporation and shall continue to exist perpetually.

Article 3 - Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, no par value.

Article 4 - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 5130 Gall Blvd.,

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Zephyrhills, Florida 33542. The initial registered agent of this Corporation is Ralph Jay Lupton, Jr.

Article 5 - Incorporator

The name and address of the person signing these Articles as the incorporator is Ralph Jay Lupton, Jr., 5130 Gall Blvd., Zephyrhills, Florida 33542.

Article 6 - Initial Officer and Directors

The initial officers and directors of the Corporation are as follows:

Jeffrey Wayne Lupton Director & President Director & Vice President Ralph Jay Lupton, III Director & Secretary Ralph Jay Lupton, Jr. Nancy Ann Lupton Director & Treasurer

EXECUTED By the undersigned this ____ day of Mauph, 2007.

"Incorporator"

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I BEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 FLORIDA STATUTES.

, 2007