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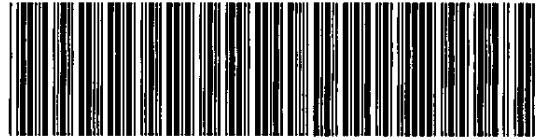
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED

07 MAY -7 AM 7:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/9/07

COVER LETTER

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

SUBJECT: UBI ENTERPRISES, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: PAUL THADDEUS GRAZIANO
Name (Printed or typed)

741 DEL PRADO BLVD., NE
Address

CAPE CORAL, FL 33909
City, State & Zip

239-461-5455
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
UBI ENTERPRISES, INC.

FILED
07 MAY -7 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Florida under the corporation name of UBI Enterprises, Inc. and hereby set forth and declare:

CHARTER

Article I

The name of the corporation shall be UBI Enterprises, Inc. located at City of Cape Coral, County of Lee, and State of Florida.

Article II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III

The amount of the capital stock of this corporation shall be 100 shares of \$10.00 par value stock which said stock shall be nonassessable to be held, sold and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the stock shall be common stock.

Article IV

The corporation shall commence business on filing with the Secretary of State.

Article V

The corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

Article VI

The principal place for the transaction of its business shall be 741 Del Prado Blvd, NE, the City of Cape Coral, County of Lee, and State of Florida. That said corporation should have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article VII

The corporation shall have a Board of two (2) Directors and may be increased to not more than three (3) directors. The number of directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the Bylaws.

Article VIII

The officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The name and post office addresses of the officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be

Paul Thaddeus Graziano President/Secretary

741 Del Prado Blvd., NE

Cape Coral, FL 33909

Amie Faye Graziano Vice President/Treasurer

741 Del Prado Blvd., NE

Cape Coral, FL 33909

Article IX

The names and post office addresses of such subscribers of these Articles of Incorporation, with the amount of stock subscribed for the agreed to be taken by each are as follows:

Paul Thaddeus Graziano 50 Shares

741 Del Prado Blvd., NE

Cape Coral, FL 33909

Amie Faye Graziano 50 Shares

741 Del Prado Blvd., NE

Cape Coral, FL 33909

Article X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article XI

The street address of the initial principal office of this corporation is 741 Del Prado Blvd., NE, Cape Coral, FL 33909 and the name of the initial registered agent of this corporation at the above mailing address 741 Del Prado Blvd., NE, Cape Coral, FL 33909 is Paul Thaddeus Graziano.

Article XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XIII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may not alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws, which would be in conflict with the Bylaws adopted by the shareholders.

Article XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect of insufficiency of notice.

Article XV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to

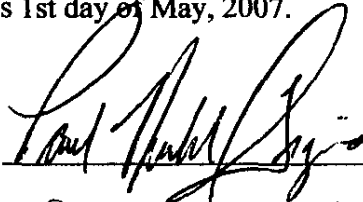
curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjusted in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XVI

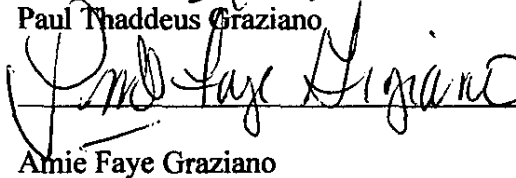
A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of corporation be void or avoidable by reason of the fact that any director or officer or any firm of which any director or officer is member or any corporation of which any director or officer is a shareholder officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority or a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above

described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, we the undersigned being each and all of the original subscribers to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida does make, subscribed, acknowledge and file the foregoing Article of Incorporation, hereby jointly and severally certifying that the facts therein stated are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and according set our hands and seals at Cape Coral, FL, this 1st day of May, 2007.

 (SEAL)

Paul Thaddeus Graziano

 (SEAL)

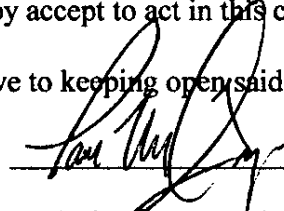
Amie Faye Graziano

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that UBI Enterprises, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Cape Coral, County of Lee, State of Florida, as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Paul Thaddeus Graziano
Registered Agent

ACTION BY WRITTEN CONSENT OF INCORPORATOR OF

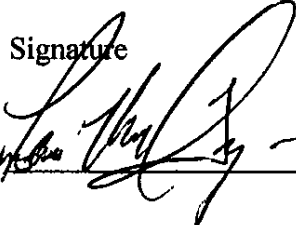
UBI Enterprises, Inc.

The undersigned Incorporator, pursuant to Section 607.0205 of the Business Corporation Act, hereby consents to the election of the following persons as initial directors of the corporation. The initial directors shall serve on the board until the first annual meeting of shareholders held for the elections of directors, and until their successors are elected and qualified. The directors, by their signatures, consent to this election:

Name of Director

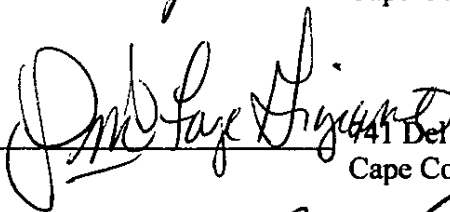
Signature

Address

Paul Thaddeus Graziano 

741 Del Prado Blvd., NE
Cape Coral, FL 33909

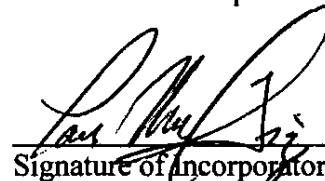
President & Secretary

Amie Faye Graziano 

741 Del Prado Blvd., NE
Cape Coral, FL 33909

Vice President & Treasurer

Dated: 5/1/2007



Signature of Incorporator

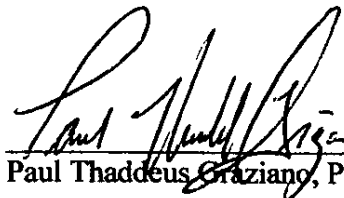
Paul Thaddeus Graziano
Typed or Printed Name

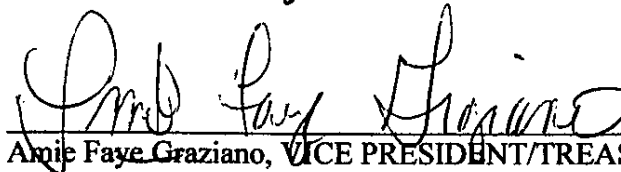
**CONSENT TO ACTION TAKEN
TO ORGANIZE THE CORPORATION BY THE DIRECTORS
OF**

UBI Enterprises, Inc.

The undersigned being the shareholders named in the Articles of Incorporation hereby consent to and ratify the action taken to organize the corporation as hereafter stated:

The Articles of Incorporation filed on _____, 2007 with the Secretary of State of Florida were approved and inserted in the record book of the corporation.


Paul Thaddeus Graziano, PRESIDENT/SECRETARY


Amie Faye Graziano, VICE PRESIDENT/TREASURER

FILED
07 MAY -7 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA