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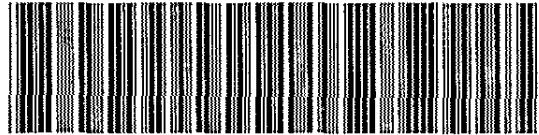
(Business Entity Name)

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D. WHITE OCT 17 2007

**STAR POWER UPSCALE ENTERTAINMENT INC
CARLOS NOEL
7512 DR PHILLIPS STE 50 PMB 404
ORLANDO, FL. 32819**

OCTOBER 1, 2007

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 637
TALLAHASSEE, FL. 32314

DEAR SIRs:

ENCLOSED PLEASE FIND SEVENTY EIGHT DOLLARS AND SEVENTY
FIVE CENTS COSTS AND HANDLING OF INCORPORATION OF:

STAR POWER UPSCALE ENTERTAINMENT INC.

THANK YOU,

CARLOS NOEL

ARTICLES OF INCORPORATION

FILED

OF

07 OCT 17 AM 8:21

**STAR POWER UPSCALE ENTERTAINMENT INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I – NAME

THE NAME OF THIS CORPORATION IS:

STAR POWER UPSCALE ENTERTAINMENT INC.

ARTICLE II – DURATION

**THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE UPON
APPROVAL BY THE SECRETARY OF STATE OF THE STATE OF FLORIDA. THIS
CORPORATION IS TO HAVE PERPETUAL EXISTENCE UNLESS SOONER
DISSOLVED ACCORDING TO LAW.**

ARTICLE III - PURPOSE

**TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF
THE STATE OF FLORIDA AND THE UNITED STATES.**

ARTICLE IV – CAPITAL STOCK

**THE MAXIMUM NUMBER OF SHARES THAT A CORPATION IS AUTHORIZED
TO HAVE ANY ONE TIME 1000 SHARES OF COMMON STOCK. EACH HAVING
THE PAR VALUE OF \$ 1.00 (ONE DOLLAR) PER SHARE. THE CONSIDERATION TO
BE PAID FOR EACH SHARE SHALL BE FIXED BY THE BOARD OF DIRECTORS
FROM TIME TO TIME.**

ARTICLE V – INITIAL CAPITAL

**THE AMOUNT OF CAPITAL STOCK WITH THIS CORPORATION WILL BEGIN
BUSINESS IS ONE THOUSAND DOLLARS (\$1000.00)**

ARTICLE VI – ADDRESS

**THE INITIAL STREET ADDRESS OF THE PRINICIPAL OFFICE OF THIS
CORPORATION WILL BE LOCATED AT:**

**7512 DR PHILLIPS BLVD STE PMB 404
ORLANDO, FL. 32819
(407) 822-7640**

ARTICLE VII – DIRECTORS

**THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUNBER
OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY
THE BY-LAWS ADOPTED BY THE SHAREHOLDERS.**

ARTICLES VIII – INITIAL DIRECTORS

THE NAME(S) AND ADDRESS(ES) OF THE BOARD OF DIRECTORS AND THE OFFICE(S) ARE ELECTED AND HAVE QUALIFIED ARE:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
CARLOS NOEL	PRESIDENT	7512 DR DHILLIPS BLVD STE 50 PMB 404 ORLANDO, FL. 32819

ARTICLE IX – SUBSCRIBER(S)

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER (S) OF THESE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK HE/SHE HAS AGREED TO TAKE IS AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
CARLOS NOEL	7512 DR PHILLIPS BLVD STE 50 PMB 404 ORLANDO, FL. 32819	1000

ARTICLE X- SUBSCRIBER(S)

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

CARLOS NOEL
7512 DR PHILLPS BLVD STE 50 PMB 404
ORLANDO, FL. 32819

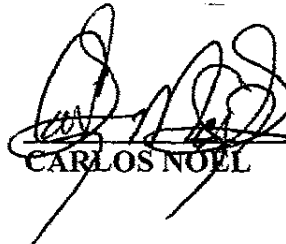
ARTICLES XI – PRE- EMPTIVE RIGHTS

EACH SHAREHOLDER OF THE CORPORATION SHALL BE ENTITLED TO FULL PRE-EMPTIVE RIGHTS TO ACQUIRE HIS (HER) PROPORTIONAL PART OF ANY ISSUED, UNISSUED, OR TREASURY SHARES OF THE CORPORATION AT NET ASSET VALUE.

ARTICLES XII – AMENDMENTS)

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE SHAREHOLDERS AND APPROVED MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE DIRECTORS AND ALL OF THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

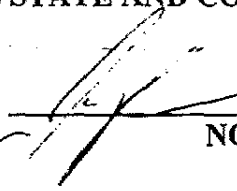
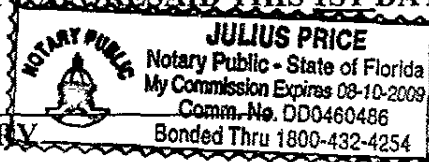
IN WITNESS WHEREOF, I HAVE SET MY HAND AND SEAL, AND ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA THIS 1ST DAY OF OCTOBER 2007.


CARLOS NOEL

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENT IN THE THIS STATE AND COUNTY SET FOURTH ABOVE, PERSONALLY APPEARED CARLOS NOEL KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON (S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THOSE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY SEAL, IN THE STATE AND COUNTY AFORESAID THIS 1ST DAY OF OCTOBER 2007.


NOTARY 

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN ACCORDANCE WITH SAID ACT:

STAR POWER UPSCALE ENTERTAINMENT INC

**HAVING BEEN ORGANIZED UNDER:
THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT**

**7512 DR PHILLIPS BLVD STE 50 PMB 404
ORLANDO, FL. 32819**

**IN THE CITY OF ORLANDO FL, COUNTY OF ORANGE AND IN THE STATE
OF FLORIDA, AS INDICATED IN THE ARTICLES OF INCORPORATION,
HAS NAMED:**

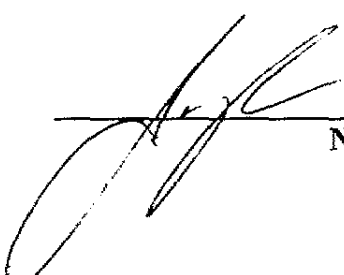
CARLOS NOEL

IT'S AGENT TO ACCEPT PROCESS WITHIN THE STATE.

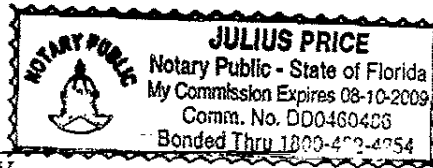
**HAVING BEEN NAMED TO ACCEPT PROCESS SERVICE OF PROCESS FOR
THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY ACCEPT AND AGREE TO ACT IN SAID
CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID
ACT RELATIVE TO KEEPING SAID OFFICE OPEN.**



**REGISTERED AGENT
CARLOS NOEL**



NOTARY



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