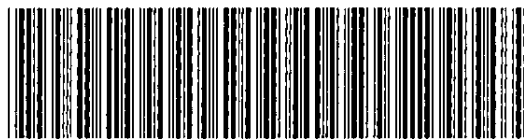


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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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Special Instructions to Filing Officer:

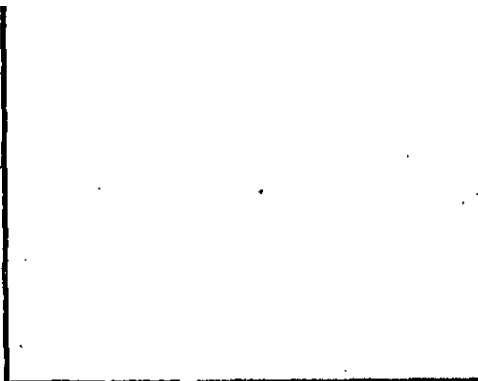
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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08 MAY 16 AM 10:35
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Handwritten notes and signatures, including circled numbers 2555, 1008-28821, 2555, and a large signature.

LAZARUS
CORPORATE FILING SERVICE
3320 SW 87TH AVENUE
MIAMI, FL 33165 (305) 552-5973



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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. UPG UNITED PRODUCTS GROUP INC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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 Photocopy
 Certificate of Status

NEW FILINGS

- Profit
 Not for Profit
 Limited Liability
 Domestication
 Other

AMENDMENTS

- Amendment
 Resignation of R.A. Officer/Director
 Change of Registered Agent
 Dissolution/Withdrawal
 Merger

OTHER FILINGS

- Annual Report
 Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 15, 2008

LAZARUS CORPORATE FILING SERVICE

SUBJECT: UPG UNITED PRODUCTS GROUP INC
Ref. Number: W08000023821

We have received your document for UPG UNITED PRODUCTS GROUP INC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 508A00031007

ARTICLES OF INCORPORATION

UPG UNITED PRODUCTS GROUP INC.

ARTICLE I - NAME

The name of this corporation is: UPG UNITED PRODUCTS GROUP INC

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence at the time of filing these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permeated under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue up to Five Thousand (5,000) shares of common stock with a par value of \$ 1.00 Dollar per Share.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which, is hereby reserved unto stockholders by right, may and is hereby delegated, unto the Board of Directors.

The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board in writing their decision to determine the consideration for the issuance of no-issued or sales of treasure shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or disposal or treasure shares may be paid, in whole or part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

Shares may not be issue until the full amount of consideration therefore been paid

08 MAY 16 AM 10:35
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

When payment of the consideration for which shares are to be issue shall have been received by the corporation, such shares shall be deemed to be fully paid an no assessable.

ARTICLE V – PREEMPTIVE RIGHTS

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

ARTICLE VI – PRINCIPAL OFFICE AND PRINCIPAL AGENT

The street address of the principal office of this corporation is 555 E. *25th St. Ste 111 Hialeah*
33013 the name of the initial register agent of this corporation at that address is: *Fl.*
EMANNUEL DE MARTINEZ

ARTICLE VII – INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribe by the by-laws, but shall never be less than one (1)

ARTICLE VIII - INITIAL DIRECTORS

The mane and street address of each of the members of the Board of Directors of this corporation are:

NAME	ADDRESS
EMANUEL DE MARTINEZ	555 East 25 th Street Suite 111 Hialeah, Florida. 33013

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any Time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, at a director or officer of any other corporation, from and against any and shall claims and liabilities to which such person shall become subject by reason of having heretofore or thereafter being a director or officer of the corporation, or By reason of action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties. The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for, No contract or other transaction between this corporation and other corporation, and no act of this corporation shall in any way be effected or invalidated by the act that any directors of the corporation are peculiarly or otherwise in, or are directors or officers of, such corporation: any director individually, or any firm of which any director may be a member, may be a party to, may be peculiarly or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or firm so interested shall be disclosed or shall have known to the board of directors or such members thereof as shall be present at any meeting of the board of directors at which action upon any such contract or transaction shall be taken; and any directors of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction, and vote thereat to authorize any such contract or transaction, with the like force and effect as if were not such directors or officer of such other corporation or not so interested.

ARTICLE X – REMOVAL OF DIRECTORS

Any director or entire board of directors may be removed, with or without cause, by the vote of the holders of a majority of shares then entitled to vote at an election of directors at a special meeting of shareholders called expressly for that purpose.

ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

NAME	ADDRESS
EMANUEL DE MARTINEZ President/Director	555 East 25 th Street Suite 111 Hialeah, Florida. 33013

ARTICLE XII – BY LAWS

The power to adopt, alter amend, or repeal by-laws shall be vested in the board of directors.

BY-LAWS adopted by the board of directors may be repealed or change and new BY-LAWS may be adopted by the shareholders, and the shareholders may prescribe in any BY-LAWS made by them that such BY-LAWS shall not be altered, amended, or repealed by the board of directors.

ARTICLE XIII – POWERS

This corporation shall have all powers necessary or convenient to affect its purposes as enumerated in the Florida General Corporation Act.

All corporate powers shall be executed by under the authority of, and the business and affairs of this corporation shall be managed under the direction of the board of directors.

ARTICLE XIV – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by the majority of stockholders entitle to vote thereon.

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 6th day of May 2008

✓ 
EMANUEL DE MARTINEZ
President/Director

**CERTIFICATE OF DESIGNATION
REGISTER AGENT/PRINCIPAL OFFICE**

In pursuance of Section 607.0501, Florida Statutes, the following is submitted, in
Compliance with said Act.

FIRST: UPG UNITED PRODUCTS GROUP, INC.

Desiring to be organized under the laws of the State of Florida with its principal office as
Indicated in the Articles of Incorporation at the city of Hialeah, County of Miami-Dade
State of Florida, has named EMANUEL DE MARTINEZ at 555 E. 25th Street Suite 111
Hialeah, Florida. 33013 as its Register Agent and Principal Office to Accept services of
Process within the State.

ACKNOWLEDGMENT:

Having been named to accept services of process for the above stated Corporation, at
Place designated in this capacity, and agree to comply with the provision of said Act
To comply with the provision of said Act to keeping open said office.


EMANUEL DE MARTINEZ

FILED
08 MAY 16 AM 10:35
CLERK OF STATE
TALLAHASSEE, FLORIDA