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**SKELTON, WILLIS, BENNETT & WALLACE, LLP**

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EST. 1919

PETER R. WALLACE  
ROBERT H. WILLIS  
ROBERT H. WILLIS, JR.

November 13, 2009

MAILING ADDRESS:  
POST OFFICE DRAWER 30  
ST. PETERSBURG, FL 33731

BYRON M. SKELTON (1891-1979)  
JAMES P. BENNETT (1918-2004)

PETER R. WALLACE  
TELEPHONE EXT. 102  
prw@swbwlaw.com

Registration Section  
Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation for Ubu Sir, Inc.

Dear Sir or Madam:

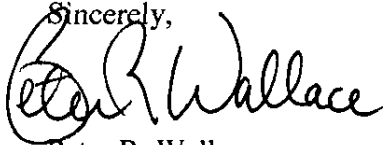
I have enclosed the original, fully executed Articles of Incorporation for Ubu Sir, Inc., for filing with the Florida Department of State.

I have also enclosed a check in the amount of \$70.00 payable to the Florida Department of State for the filing of the Articles of Incorporation and the Designation of Registered Agent.

Please return all correspondence concerning this matter to me at the above address. If there are questions or problems regarding this filing, please call me collect so that I may provide you with the information necessary to correct any deficiency.

Thank you for your assistance.

Sincerely,



Peter R. Wallace

Enclosures

# ARTICLES OF INCORPORATION

OF

UBU SIR, INC.

Effective Date

11-15-09

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being a natural person, hereby acts as an Incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a Florida business corporation.

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## ARTICLE I - NAME

The name of the Corporation shall be Ubu Sir, Inc.

## ARTICLE II - PRINCIPAL OFFICE

The principal place of business of the corporation is 5501 Gulf Boulevard, Suite 114, St. Petersburg Beach, Florida, 33706. The mailing address of the Corporation is 465 Pinellas Bayway, Unit 211, Tierra Verde, Florida, 33715-1978.

## ARTICLE III - PURPOSES

The purposes for which the Corporation is organized are:

(a) To transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act;

(b) To design, manufacture, distribute, install, repair or use, and to invest in, trade in, deal in and with, goods, wares, merchandise and other personal property, and services, of every kind, class and description;

(c) To purchase, take, receive, lease, or otherwise acquire, own, hold, distribute, repair, manage, improve, develop, use, and otherwise deal in and with real estate or personal property of every kind, nature or description, or any interest therein, wherever situated;

(d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets, whether the same be real, personal or mixed, tangible or intangible, wherever located;

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associates, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(f) To lend money to and use its credit to assist its officers and employees in accordance with the provisions of the Florida Business Corporation Act;

(g) To make guarantees and incur liabilities, borrow money at such rates of interest and upon such terms and conditions as the Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(h) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(i) To conduct its business, carry on its operation, and have offices and exercise the powers granted herein within or without the State of Florida;

(j) To elect or appoint officers and agents of the Corporation and define their duties;

(k) To make donations for the public welfare or for charitable, scientific or educational purposes;

(l) To transact any lawful business which the Board of Directors shall find to be in aid of governmental policy;

(m) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, designed compensation plans, thrift and savings plans, and other retirement or incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of any subsidiary;

(n) To acquire, and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this Corporation is authorized to carry on and in connection therewith to acquire the goodwill and all or any of the assets, and to assume the liabilities of any such business;

(o) To apply for, obtain, register, lease, purchase or otherwise to acquire, and to hold, use, own, operate and introduce, and to sell, assign, or otherwise dispose of any copyrights, trademarks, trade names, patents, inventions, improvements and processes used in connection with or secured under letters patent or letters copyright of the United States, or elsewhere or otherwise; and to use, exercise, develop, grant licenses in respect to or otherwise turn to account any such trademarks, patents, licenses, processes and the like, or any such property or rights;

(p) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this company with any person, firm or corporation, either private, public or municipal, or any body politic under the Government of the United States or any state thereof, so far as and to the extent that the same may be done and performed by corporations organized under the laws of the State of Florida;

(q) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in connection with other agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers or any of them; and

(r) To exercise and enjoy all other powers, rights and privileges granted by the laws of the State of Florida and any other state in which the Corporation may qualify, to corporations of this character and as in force from time to time, so far as not in conflict therewith, or which may be conferred by all acts heretofore or hereafter amendatory of or supplemental to the laws, and the enumeration of certain powers as shown and herein specified is not intended as exclusive of, or as a waiver of any of the powers, rights or privileges granted or conferred by laws now or hereafter in force; provided, however, that the Corporation shall not in any state, territory, district, possession or country carry on any business or exercise any powers which a corporation organized under the laws thereof could not carry on or exercise.

The foregoing clauses shall be construed as objects, purposes, and powers and it is hereby expressly provided that the enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation, and are in furtherance of, and in addition to, and not in limitation of the general powers conferred by the laws of the State of Florida.

The Incorporator intends that the purposes, objects and powers specified in this Article and all subdivisions thereof, shall, except as otherwise expressly provided, in no way be limited or restrained by reference to or influence from the terms of any other clause or paragraph of this Article, and that each of the purposes, objects, powers, specified in this Article III shall be regarded as independent purposes, objects and powers.

#### ARTICLE IV - SHARES

The aggregate number of shares of capital stock that the Corporation is authorized to issue at any one time shall be Ten Thousand (10,000) shares of common stock with a par value of One Dollar

(\$1.00) per share: Any and all shares issued by the Corporation shall be deemed fully paid and nonassessable, and the holders of such issued shares shall not be liable to the Corporation or to its creditors in respect thereto. No stockholder shall have any preemptive right to purchase or subscribe to any new issue of any type stock of the Corporation.

#### ARTICLE V – INITIAL OFFICERS AND DIRECTORS

The Corporation shall have one (1) director initially, and the number of directors may be increased or diminished from time to time in accordance with the Corporation's bylaws, but in no event shall the number of directors of the Corporation ever be less than one (1) nor more than five (5). The method of election or appointment of the directors shall be as stated in the Corporation's bylaws. The initial director of the Corporation is:

Charles R. McMurran  
465 Pinellas Bayway  
Unit 211  
Tierra Verde, Florida, 33715-1978

The Corporation shall have one (1) individual initially serving as President, Secretary, and Treasurer of the Corporation:

Charles R. McMurran  
465 Pinellas Bayway  
Unit 211  
Tierra Verde, Florida, 33715-1978

#### ARTICLE VI – REGISTERED AGENT

The street address of the Corporation's registered agent is 259 Third Street North, St. Petersburg, Florida, 33701-3818. The registered agent for the Corporation at that address is Peter R. Wallace.

#### ARTICLE VII – EFFECTIVE DATE AND DURATION

The effective date of the Corporation shall be November 15, 2009. The duration of the Corporation shall be perpetual, or until dissolved by law.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is Charles R. McMurran, 465 Pinellas Bayway, Unit 211, Tierra Verde, Florida, 33715-1978.


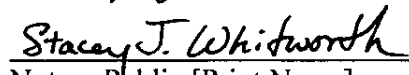
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on November 13, 2009.

  
\_\_\_\_\_(SEAL)  
Charles R. McMurran

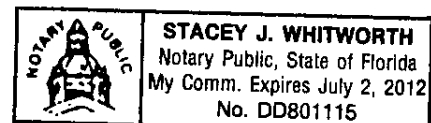
STATE OF FLORIDA :  
COUNTY OF PINELLAS :

I HEREBY CERTIFY that on this day before me an officer duly authorized to administer oaths and take acknowledgments, personally appeared Charles R. McMurran, to me well known and known to me to be the person described and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the county and state aforesaid on November 13, 2009.

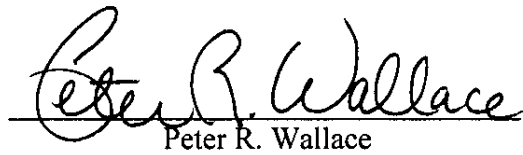
  
\_\_\_\_\_  
Notary Public [Sign Name]  
  
\_\_\_\_\_  
Notary Public [Print Name]  
State of Florida  
My Commission Expires: July 2, 2012

[NOTARY SEAL]



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for Ubu Sir, Inc., at the place designated in the Articles of Incorporation, I am familiar with the obligations of that position under Chapter 607, Florida Statutes, and accept the appointment as registered agent and agree to act in this capacity.

  
Peter R. Wallace

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA