

**Electronic Articles of Incorporation  
For**

P10000098767  
FILED  
December 07, 2010  
Sec. Of State  
rdunlap

UPSCALE NIGHTLIFE, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

**Article I**

The name of the corporation is:

UPSCALE NIGHTLIFE, INC.

**Article II**

The principal place of business address:

2122 W.PENSACOLA ST.  
TALLAHASSEE, FL. US 32304

The mailing address of the corporation is:

2122 W.PENSACOLA ST.  
TALLAHASSEE, FL. US 32304

**Article III**

The purpose for which this corporation is organized is:

SALE OF ALCOHOLIC BEVERAGES

**Article IV**

The number of shares the corporation is authorized to issue is:

2000

**Article V**

The name and Florida street address of the registered agent is:

AMERICAN SAFETY COUNCIL, INC.  
5125 ADANSON ST.  
SUITE 500  
ORLANDO, FL. 32804

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: LAURA REGIER

### **Article VI**

The name and address of the incorporator is:

RICK KING  
1306 RUMBA LN.

TALLAHASSEE FL, 32304

Incorporator Signature: RICK KING

### **Article VII**

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PD  
RICK KING  
2122 W.PENSACOLA ST.  
TALLAHASSEE, FL. 32304 US

Title: VSTD  
BRIAN CARROLL  
2400 FRED SMITH RD. APT.107  
TALLAHASSEE, FL. 32303 US

### **Article VIII**

The effective date for this corporation shall be:

01/01/2011