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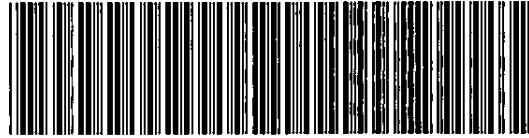
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2011 MAY 31 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers JUN 01 2011

**ARTICLES OF INCORPORATION  
OF  
UPWARD CONSULTING, INC.**

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

**Article I  
Name**

The name of this corporation shall be **UPWARD CONSULTING, INC.**

**Article II  
Principal Office and Mailing Address**

The principal place of business and mailing address of this corporation shall be 2608 Oakgrove Avenue, St. Augustine, Florida 32092.

**Article III  
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

**Article IV  
Initial Registered Agent and Address**

The street address of the initial registered office of this corporation is 12428 San Jose Boulevard, Suite 1, Jacksonville, Florida 32223 and the initial registered agent at that office is Robert M. Morgan of Robert M. Morgan & Associates, P.A.

**Article V  
Incorporator**

The name and street address of the incorporator of this corporation are:

Robert M. Morgan, Esquire  
Robert M. Morgan & Associates, P.A.  
12428 San Jose Boulevard, Suite 1  
Jacksonville, Florida 32223

This Instrument Prepared By:  
Robert M. Morgan  
Attorney at Law  
Florida Bar No. 511160  
Robert M. Morgan & Associates, P.A.  
12428 San Jose Blvd., Ste 1  
Jacksonville, FL 32223  
(904) 854-0410

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**Article VI**  
**Duration**

This corporation shall exist perpetually.

**Article VII**  
**Purposes**

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

**Article VIII**  
**Directors**

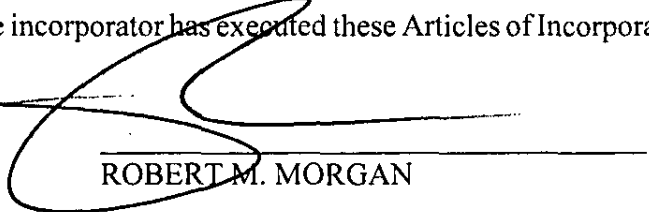
(a) This corporation shall have one (1) directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1).

(b) The name and street address of the initial directors of the corporation are:

Brian Paul  
2608 Oakgrove Avenue  
St. Augustine, FL 32092

(c) The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the  
17 day of May, 2011.

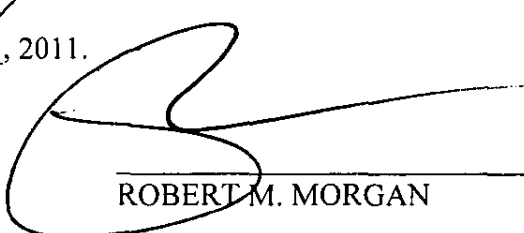
  
ROBERT M. MORGAN

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

UPWARD CONSULTING, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates ROBERT M. MORGAN as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be ROBERT M. MORGAN & ASSOCIATES, P.A., 12428 San Jose Boulevard., Suite 1, Jacksonville, Florida 32223

DATED this 17 day of May, 2011.

  
\_\_\_\_\_  
ROBERT M. MORGAN

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 17 day of May, 2011.

  
\_\_\_\_\_  
ROBERT M. MORGAN

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