

**Electronic Articles of Incorporation
For**

P11000083204
FILED
September 22, 2011
Sec. Of State
psmith

UP PERISCOPE MEDIA, 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:

UP PERISCOPE MEDIA, INC.

Article II

The principal place of business address:

2157 NORTHEAST 61 COURT
FORT LAUDERDALE, FL. US 33308

The mailing address of the corporation is:

2157 NORTHEAST 61 COURT
FORT LAUDERDALE, FL. US 33308

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

10,000

Article V

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

CARLOS A SARMIENTO
3032 MARION AVENUE
MARGATE, FL. 33063

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

Registered Agent Signature: CARLOS A SARMIENTO

Article VI

The name and address of the incorporator is:

GARY V BROWN
2157 NORTHEAST 61 COURT

FORT LAUDERDALE, FL 33308

Electronic Signature of Incorporator: GARY V BROWN

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

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

Title: CEO
CARLOS A SARMIENTO
3032 MARION AVENUE
MARGATE, FL. 33063 US

Title: P
GARY V BROWN
2157 NORTHEAST 61 COURT
FORT LAUDERDALE, FL. 33308 US

Article VIII

The effective date for this corporation shall be:

09/21/2011