

**Electronic Articles of Incorporation
For**

P13000043970
FILED
May 16, 2013
Sec. Of State
jshivers

UPPER GROUP HOLDINGS, 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:

UPPER GROUP HOLDINGS, INC.

Article II

The principal place of business address:

2221 NE 164TH STREET
329
NORTH MIAMI BEACH, FL. 33160

The mailing address of the corporation is:

2221 NE 164TH STREET
329
NORTH MIAMI BEACH, FL. 33160

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:

1000

Article V

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

SHARON TURNER
2221 NE 164TH STREET
329
NORTH MIAMI BEACH, FL. 33160

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

Registered Agent Signature: SHARON TURNER

Article VI

The name and address of the incorporator is:

DIEUVENY JEAN
2221 NE 164TH STREET
329
NORTH MIAMI BEACH, FL 33160

Electronic Signature of Incorporator: DIEUVENY JEAN

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: P
DIEUVENY JEAN
2221 NE 164TH STREET SUITE 329
NORTH MIAMI BEACH, FL. 33160

Article VIII

The effective date for this corporation shall be:

05/15/2013