

**Electronic Articles of Incorporation
For**

P15000048407
FILED
June 01, 2015
Sec. Of State
sgilbert

UPSIDE BRANDS 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:

UPSIDE BRANDS INC.

Article II

The principal place of business address:

2665 SOUTH BAYSHORE DRIVE
SUITE 220
MIAMI, FL. US 33133

The mailing address of the corporation is:

2665 SOUTH BAYSHORE DRIVE
SUITE 220
MIAMI, FL. US 33133

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:

1,000

Article V

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

INCORP SERVICES, INC.
17888 67TH COURT NORTH
LOXAHATCHEE, FL. 33470

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

Registered Agent Signature: CHRIS MERSHON, ASST. SEC.

Article VI

The name and address of the incorporator is:

ED TSUJI
187 E. WARM SPRINGS ROAD
SUITE B
LAS VEGAS, NV 89119

Electronic Signature of Incorporator: ED TSUJI, INCORPORATOR

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: DIR
ROBERT A ROHINTON ANTIA
7 CHURCHILL CLOSE
HEREFORD, UNITED KINGDOM, OC. HR1 1DH OC

Title: PRES
ROBERT A ROHINTON ANTIA
7 CHURCHILL CLOSE
HEREFORD, UNITED KINGDOM, OC. HR1 1DH OC

Title: VP
ROBERT A ROHINTON ANTIA
7 CHURCHILL CLOSE
HEREFORD, UNITED KINGDOM, OC. HR1 1DH OC

Title: SEC
ROBERT A ROHINTON ANTIA
7 CHURCHILL CLOSE
HEREFORD, UNITED KINGDOM, OC. HR1 1DH OC

Title: TREA
ROBERT A ROHINTON ANTIA
7 CHURCHILL CLOSE
HEREFORD, UNITED KINGDOM, OC. HR1 1DH OC