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May 17, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE

5-15-95

900001495899
-05/22/95--01020--015
****245.00 ****122.50

Re: *UPX, Inc. and North Bay Wholesale, Inc.*

Dear Sir:

I am enclosing herewith the original and one copy of the Articles of Incorporation for each of the above referenced corporations, together with my check in the amount of \$245.00 to cover the following:

Filing fees (2 x \$35.00)	\$ 70.00
One certified copy on each corporation	105.00
Registered Agent fees (2 x \$35)	70.00

Thank you for your early attention to this matter.

Very truly yours,

A. P. GIBBS, P.A.

A.P. Gibbs

A. P. GIBBS

APG/ss

*Same person as
R95-531*

Enclosures

B. BROWN MAY 25 1995

EFFECTIVE DATE
5-15-95

FILED
JUNE 22 PM 1:07
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
UPX, INC.**

The undersigned hereby makes, subscribes, acknowledges and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporation for profit.

ARTICLE I. NAME

The name of this corporation is UPX, INC.

ARTICLE II. NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: Seven thousand shares of common stock having nominal par value of One Dollar per share, all of which shall be common stock and shall be fully paid and nonassessable.

All such stock shall be payable in cash.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall commence on May 15, 1995, and shall thereafter have perpetual existence.

ARTICLE V. ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida is 37631 Granada Avenue, Dade City, Florida 33525, and the post office address of said corporation shall be the same address.

ARTICLE VI. DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than five (5) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII. INITIAL OFFICERS AND DIRECTORS

The name and address of the initial officer and director of this certificate of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
JAMES J. CLARK	37631 Granada Avenue Dade City, Florida 33525	President, Secretary & Treasurer

ARTICLE VIII. SUBSCRIBER

The name and post office address of the subscriber to this certificate of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
JAMES J. CLARK	37631 Granada Avenue Dade City, Florida 33525	100


ARTICLE IX. REGISTERED AGENT AND OFFICE

This corporation has named JAMES J. CLARK, located at 37631 Granada Avenue, Dade City, Florida 33525, as its agent to accept service of process within this state.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote therein, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 17 day of May, 1995.


JAMES J. CLARK

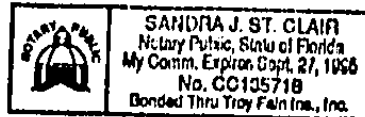
STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JAMES J. CLARK, who produced a drivers license as identification, who signed the foregoing Articles of Incorporation as subscriber, and he acknowledged before me that he subscribed to that Article of Incorporation.

WITNESS my hand and seal this 17th day of May, 1995.

Sandra J. St. Clair
NOTARY PUBLIC

Seal/Expiration date:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT WHOM PROCESS
MAY BE SERVED.**


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First---that UPX, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Dade City, County of Pasco, State of Florida, has named JAMES J. CLARK, located in the City of Dade City, County of Pasco, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By.


JAMES J. CLARK, Registered Agent