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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

10000115.2946-1
-01/03/95-01040-012
+++++70.00 +++++70.00

SUBJECT: UPTON MANAGEMENT SERVICES, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

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FILED

FROM: WENDELL W. UPTON
Name (printed or typed)

4601 GULFSHORE BLVD N, SUITE 19
Address

NAPLES, FLORIDA 33940
City, State & Zip

941-263-9328
Daytime Telephone number

F. CHESSEY JUL 1 0 1995

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

1995 FL - 3 AW 946
FILED
SECRETARIAL
TALLAHASSEE

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

UPTON MANAGEMENT SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

*4601 GULFSHORE BLVD N, SUITE 19
NAPLES, FLORIDA 33940*

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

*WENDELL W. UPTON
4601 GULFSHORE BLVD N, SUITE 19
NAPLES, FLORIDA 33940*

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to those Articles of Incorporation is(are):

WENDELL W. UPTON
4601 GULFSHORE BLVD N., SUITE 19
NAPLES, FLORIDA 33940

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

29th day of JUNE, 1995.

Wendell W. Upton
Signature

Signature

Signature

**Articles of Incorporation
Filing Fee - \$35**

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: UPTON MANAGEMENT SERVICES, INC.

2. The name and address of the registered agent and office is:

WENDELL W. UPTON
(Name)

4601 GULFSHORE BLVD N., SUITE 19
(P.O. Box ~~not~~ acceptable)

NAPOLES, FLORIDA 33940
(City/State/Zip)

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SECRETARIAL STATE
TALLAHASSEE, FLORIDA
FILED

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby 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.

Wendell W. Upton
(Signature)

June 29, 1995
(Date)