Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Walk in Pick up time Certified Copy Mail out Will wait Photocopy Certificate of Status AMENDMENTS := NEW FILINGS Profit Amendment NonProfit Resignation of R.A., Officer/ Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger OTHER FILINGS REGISTRATION/, QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF

UPTOWN GROUP, INC.

The undersigned, adopts the following articles of incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida:

ARTICLE I-NAME

The name of this corporation shall be;

UPTOWN GROUP, INC.

and its principal office and mailing address is:

8457 N. Florida Avenue Tampa, Florida 33604

ARTICLE II - DURATION

The corporation shall have a perpetual existence and shall begin 5 days prior to the date these Articles of Incorporation are filed with the Department of the State of Florida.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by the corporation, or the objects or purposes of the corporation, shall be as follows, to wit:

- (a) To engage solely and specifically in any legal practice.
- (b) To invest in real estate, mortgages, stocks, bonds, or any other type of investments.
- (c) To own real and personal property necessary for the rendering of the above professional services.
 - (d) In general, to have and exercise all powers conferred by the laws of the State of Florida upon corporations and to do any and all things herein above set forth to the same extent as a natural person might or could do.

ARTICLE IV - CAPITAL STOCK

- (a) The maximum number of shares which this corporation is authorized to have outstanding at any time shall be Ten Thousand (10,000) shares of common stock having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.
 - (b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 3502 Henderson Boulevard, Suite 300, Tampa, Florida 33609. Registered Agent of this corporation at such office, .shall be F. Tobias Tedrowe, Esquire who upon accepting this designation agrees to comply with Chapter 607, Florida Statutes, as amended from time-to-time with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time-to-time by vote of the Shareholders as set out in the By-Laws. The name and address of the initial Board is:

Name John Kieffer

Address 8457 Florida Avenue Tampa, Florida

ARTICLE VI - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Spring Cook 8457 North Florida Avenue Tampa, Florida 33634

Spring Cook as Incorporator

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing ARTICLES OF INCORPORATION of UPTOWN GROUP, INC., were acknowledged before me this 28 day of Much 1997, by Spring Cook, Incorporator, who is personally known to me or who produced for the personal state of t

Notary Public

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING REGISTERED OFFICE AND REGISTERED AGENT (AND RESIDENT AGENT)

STATE OF STATE

Pursuant to applicable Florida Statutes, the following is submitted:

That UPTOWN GROUP, INC., desiring to organize under the laws of the State of Florida as a corporation, with its Registered office as indicated in the ARTICLES OF INCORPORATION at 3502 Henderson Boulevard, Suite 300 Tampa, Florida 33609 has named F. Tobias Tedrowe, Esq. as its Registered Agent (and Resident Agent).

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the foregoing coloration at the place designated in these articles, I hereby accept to act in this capacity, and agree to comply with Florida Statutes relative to keeping open said office and carrying out the obligations of that position.

F. TOBIAS TEDROWE as Registered Agent.