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(Mendon)
Ted R. Mendon
(Requestor's Name)

6395 SW 70 St.
(Address)

Miami, FL 33155
(City, State, Zip) (Phone #)

(305) 667-8773

OFFICE USE ONLY

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*****70.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. UPSCALE, INC. (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/> Profit	
<input type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input type="checkbox"/> Amendment	
<input type="checkbox"/> Resignation of R.A., Officer/Director	
<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Merger	

OTHER FILINGS	
<input type="checkbox"/> Annual Report	
<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	
<input type="checkbox"/> Other	

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TALLAHASSEE, FLORIDA

Examiner's Initials TM/7
10/8/97

ARTICLES OF INCORPORATION

OF

UPSCALE, INC.

We, the undersigned, hereby execute these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of corporation for profit.

ARTICLE ONE

The name of the corporation is:

UPSCALE, INC.

ARTICLE TWO

The general nature of the business to be conducted shall be:

The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida, and additionally;

- (A) Golf tournaments/social functions.
- (B) To build, manage, promote, hold, develop, and in all other manner and form, buy and sell, lease or let, assign or deal with real estate, whether the same by improved or unimproved, and to construct thereon private single dwellings or multi-family structures and/or structures for commercial dwellings, multi-family structures or commercial structures; and, in addition thereto, to build, manage, promote, hold, develop, buy or sell personal or other forms of property, both real, personal and/or mixed, wherever situate.
- (C) To acquire by purchase, lease or otherwise, land and interest in lands, whether improved or unimproved, and to own, hold, improve, develop and manage any real estate so acquired; and to erect or cause to be erected on any lands owned, held or accepted by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment, or otherwise use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.
- (D) To acquire by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.
- (E) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporation property or

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other instruments to secure the payment of corporate indebtedness as required.

- (F) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and, while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- (G) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- (H) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, and to transact any further and other business necessarily connected with the purposes of this corporation, or calculate to facilitate the same.
- (I) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.
- (J) To do any or all of the things herein set forth to the same extent as natural persons might do or could do, and in any part of the world, as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.
- (K) The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in the Article, shall be in anyway limited or restricted by reference to or inference from the terms of any other objects, power or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE THREE

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred Shares of common stock of \$1.00 par value.

ARTICLE FOUR

This corporation shall begin business with a capital of not less than One Hundred Dollars.

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

The initial street address of the principal office of this corporation shall be:

9660 West Bay Harbor Drive, Suite 5D
Miami, FL 33154

The Board of Directors may, from time to time, designate such other post office address and place of the principal office of this corporation as it may see fit.

ARTICLE SEVEN

The number of directors of this corporation shall be as provided by the by-laws, but shall not be less than one in number nor more than seven and shall be one in number until otherwise fixed or changed by the by-laws.

ARTICLE EIGHT

The name and address of each subscriber to these Articles of Incorporation, and the number of shares of stock which each agrees to take are as follows:

Danny David Feulner 9660 West Bay Harbor Drive, Suite 5D Miami, FL 33154	100 Shares
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ARTICLE NINE

The names and street addresses of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the by-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

Danny David Feulner
9660 West Bay Harbor Drive, Suite 5D
Miami, FL 33154

ARTICLE TEN

These Articles of Incorporation shall be effective upon filing with the Secretary of State.

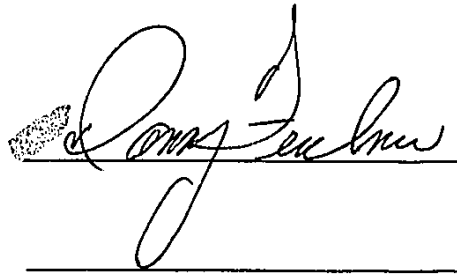
ARTICLE ELEVEN

The address of the Registered Agent of the corporation shall be 9660 West Bay Harbor Drive, Suite 5D, Miami, FL 33154, and the name of the Registered Agent shall be Danny David Feulner, who maintains an office at the abovementioned address.

ARTICLE TWELVE

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 (at least) a majority of the stockholders entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we the undersigned, being the original subscribers to the capital stock hereinbefore named, have hereunto set hand and seal at Miami, Dade County, Florida this 1st day of OCT. 1997 for the purpose of forming this corporation to do business both within and without the State of Florida and in pursuance of the Corporation Law of the State of Florida, do make and file in the Office of the Secretary of State of the State of Florida, the Articles of Incorporation, and certify that the facts herein stated are true.



STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared DANNY FULLNER and _____, to me well known and known to me to be _____ of the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purpose therein expressed.

WITNESS my hand and seal in the County and State aforesaid on this 1st day of OCT., 1997



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:



BARBARA ANN ERWIN
MY COMMISSION # CC444107 EXPIRES
March 8, 1999
BONDED THRU TROY FAJN INSURANCE, INC.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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: UPSCALE, INC.
2. The name and address of the registered agent and office is:

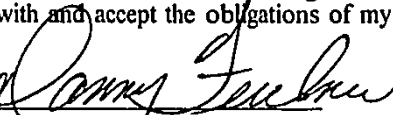
Danny David Feulner
9660 West Bay Harbor Drive, Suite 5D
Miami, FL 33154

Signature: 

Title: PRESIDENT

Date: OCTOBER 1, 1997

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.

Signature: 

Date: OCTOBER 11, 1997

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