

P98000044239

Stuart W. Arnold
13773 Icot Blvd.
Clearwater, Florida 33760

(813) 530-7400

May 13, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY 14 PM 2:44

Secretary of State
Corporation Division
Executive Towers
Tallahassee, FL 32304

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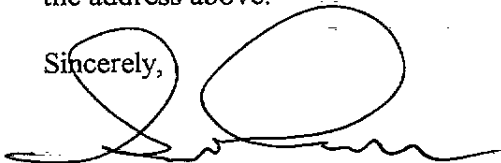
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of Upright Productions, Inc.. Please file these with the appropriate authorities. I have enclosed a check to cover the filing costs and fees. (\$70.00)

If you have any questions or should you require any further information, please contact me at the address above.

Sincerely,



Stuart W. Arnold

Stuart
AUTHORIZATION BY PHONE TO
CORRECT RA accept
DATE 5/15/98
DOC. EXAM 51

5/15

**Articles of Incorporation
of
Upright Productions, Inc.**

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**I.
Name**

The name of the Corporation is Upright Productions, Inc., hereinafter referred to as the "Corporation."

**II.
Purposes**

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**III.
Principal Office and Registered Agent**

The principal office of the Corporation is 13773 Icot Blvd., #505, Clearwater, Florida 33760. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporation is Stuart W. Arnold, 13773 Icot Blvd., #505, Clearwater, Florida 33760.

**IV.
Duration**

The duration of the Corporation shall be perpetual.

**V.
Initial Business**

The initial business of the Corporation shall be: to engage in the production and sale of any type of legal tangible novelty item.

VI.
Capital Stock

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is 100, each share to have a par value of \$ 1.00.

VII.
Incorporators

The names and mailing addresses of the incorporators are:

<u>Incorporator Name</u>	<u>Incorporator Address</u>
Stuart W. Arnold	13773 Icot Blvd., #505 Clearwater, Florida 33760

VIII.
Directors

The number of directors constituting the initial Board of Directors of the Corporation is: 1 (one). The name(s) and address(es) of the person(s) who is/are appointed to act as the initial director(s) of the Corporation is/are:

<u>Director Name</u>	<u>Director Address</u>
Stuart W. Arnold President, VP, Secretary, Treas.	13773 Icot Blvd., #505 Clearwater, FL 33760

IX.
No Personal Liability

The private property of the stockholders shall not be subject to the payment of corporate debts.

X.
Operating Provisions

The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be as set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

XI.
Fiscal Year

The fiscal year of the Corporation shall be from 1/1 to 12/31 of each year.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this, the 13 day of MAY 1998. By my signature below I accept designation as registered agent.



Incorporator/Registered Agent

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State of FLORIDA

County of PINELLAS

BEFORE ME, the undersigned authority, on this day personally appeared STUART W. ARNOLD, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 13th day of MAY, 1998.



LINDA M. MILLER
COMMISSION # CC 644907
EXPIRES MAY 7, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Linda M. Miller

Notary Public in and for the
State of FLORIDA

My Commission Expires: 5/7/2001

State of _____

County of _____

BEFORE ME, the undersigned authority, on this day personally appeared _____, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the _____ day of _____, 19____.

Notary Public in and for the
State of _____

My Commission Expires: _____