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TRANSMITTAL LETTER

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99 MAR 12 PM 3:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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-03/12/99--01047--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: UPSCALE ENTERPRISE 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

ADDITIONAL COPY REQUIRED

FROM: NEAL WAUGH  
Name (Printed or typed)

8640 NW 38<sup>TH</sup> ST # 284  
Address

SUNRISE, FL. 33351  
City, State & Zip

(954) 572-4305  
Daytime Telephone number

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. #KAM

P. Hall

MAR 17 1999

1049-6412

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

**ARTICLE OF INCORPORATION  
OF  
UPSCALE ENTERPRISE INC.**

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**ARTICLE 1. CORPORATE NAME  
UPSCALE ENTERPRISE INC.**

**ARTICLE 11. NATURE OF BUSINESS AND  
POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business in sales, distribution and retail purposes permitted under the laws of the State of Florida.

**ARTICLE 111. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is (100) shares of common stock having a par value of \$1.00 per share. Said stock shall be paid for in lawful money of the United States or in property, Labor, or services; providing that when said stock is paid for in or by property, labor, or services, the just value thereof shall be fixed by the Board of Directors in the manner provided for by the statutes and the bylaws, and stock shall be issued in accordance with the value so fixed.

All stock shall be paid for when issued on such terms and conditions and in such installments as the Board of Directors shall determine.

**ARTICLE 1V TERM OF EXISTENCE**

This Corporation shall have no perpetual existence, commencing upon the filling of these articles.

**ARTICLE V. REGISTERED AGENT AND INITIAL  
REGISTERED OFFICE**

The Registered Agent and the street address of the initial  
Registered office of this Corporation in the State of Florida shall be:

<b>NAME</b>	<b>ADDRESS</b>
<b>Laurence Feldman</b>	<b>3755 Coco Plum Circle Coconut Creek, Florida, 3306</b>

The principal address is 8640 NW 38th St #284, Sunrise,  
Florida 33351.

The Board of Directors from time to time may move the  
Registered office to any other address in the State of Florida.

**ARTICLE VI. BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The  
number of directors may be increased or diminished from time to time by-  
laws adopted by the stockholders, but shall never be less than one.

**ARTICLE VII. INITIAL DIRECTOR**

The name(s) of the initial director(s) of this Corporation and  
(his) (their) street address (es) (is) (are) :

<b>NAME</b>	<b>ADDRESS</b>
<b>Mike Kasmarik</b>	<b>13293 NW 5th Ct. Plantation, Fl 33325.</b>
<b>Laurence Feldman</b>	<b>3755 Coco Plum Cir. Coconut Creek, Fl 33063.</b>
<b>Neal Waugh</b>	<b>8640 NW 38th st #284 Sunrise, Fl. 33351</b>

The person (s) named as initial director(s) shall hold office the first year of existence of this Corporation or until (his) (their) successor (s) (is) (are) elected or appointed and (has) (have ) qualified, whichever occurs first.

#### **ARTICLE V111. INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator are :

**NAME**  
**Laurence Feldman**

**ADDRESS**  
**3755 Coco Plum Circle**  
**Coconut Creek, Fl 33063**

#### **ARTICLE IX AMENDMENT**

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

## ARTICLE X. MANAGEMENT AND VOTING

Upon the election of the Board of Directors by the stockholders, such board shall manage the business and affairs of the Corporation without the need of further authorization from the stockholders, except as provided by law; all stockholders of stock shall be entitled to vote, whether said stock shall be fully or partially paid, unless otherwise determined by the Board of Directors or before the time of issuance thereof.

*James E. Feldman*

Signature/Incorporator

2/14/1999

Date

(An additional article must be added if an effective date is requested.)

*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*

*James E. Feldman*

Signature/Registered Agent

2/14/1999

Date

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