

P02000015718

G. BOTERO
2115 N. E. 54th Court
Ft. Lauderdale, FLA. 33308

DATE 2.2-02

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

400004882724--6
-02/06/02--01027--008
*****70.00 *****70.00

RE: "NETUPGRADE, INC."

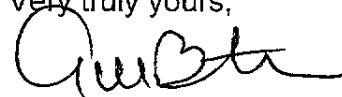
Dear Sir or Madam:

Enclosed please find original and one (1) copy of Articles of Incorporation for the above referenced corporation. I am enclosing a check in the amount of \$70.00 to cover the filing fee.

Please return filed copy to our office.

Thank you for your attention to the above matters.

Very truly yours,


GUS BOTERO

GB/

enclosures

FILED
02 FEB -6 AM 10:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

02-12-02 /
D

ARTICLES OF INCORPORATION
OF
NETUPGRADE, INC..

FILED
02 FEB -6 AM 10:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

NETUPGRADE, INC.

The principal place of business of this corporation shall be:

2115 N. E. 54th Court
Ft. Lauderdale, Florida 33308

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2115 N. E. 54th Court, Fort Lauderdale, Florida. 33308, the name of the initial resident agent of the

corporation at that address is GUS BOTERO.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may either increase or decrease from time to time by an amendment of the bylaws of the corporation in the manner provided by law. The names and addresses of the initial Directors of the Corporation are:

GUS BOTERO - President, Director
2115 N. E. 54th Court
Ft. Lauderdale, FLA. 33308

NANCY R. BOTERO, Vice President, Secretary, Treasurer, Director
2115 N. E. 54th Court
Ft. Lauderdale, FLA.3 3308

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

GUS BOTERO 500 SHARES
2115 N. E. 54th Court
Ft. Lauderdale, FLA. 33308

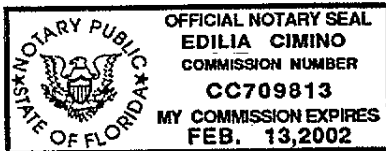
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the


2ND day of FEBRUARY, 2002.

GUS BOTERO

STATE OF FLORIDA)
COUNTY OF BROWARD)SS

The foregoing instrument was acknowledged before me this 2nd day of
FEBRUARY, 2002, by GUS BOTERO.




NOTARY PUBLIC
My Commission Expires:

Having been named to accept service of process for the above stated corporation,
at the place designated in this Certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of said act relative to keeping open said office.


GUS BOTERO
Registered Agent