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03 JUN 26 PM 3:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Upgrade Solutions Inc.
4015 Grousewood Drive
Myrtle Beach, SC 29588
#843-215-4333 voice
#843-215-4333 fax

June 25, 2003

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

**SUBJ: FILING OF CERTIFICATE OF DOMESTICATION & ARTILCLES OF
INCORPORATION**

Enclosed is a certificate of domestication and the articles of incorporation for the State of Florida for Upgrade Solutions Inc. of Myrtle Beach, SC of which I, Paul R Zora am president. Upgrade Solutions Inc. was incorporated in Horry County, South Carolina on November 17th 1998 as indicated on the enclosed SC certificate of existence.

If possible, please make the effective date of incorporation in the State of Florida effective on July 1st 2003. The physical address of Upgrade Solutions Inc. in the state of Florida will be: 1071 SW Alexandria Avenue, Port St Lucie, FL 34953.

Fees enclosed are:
Certificate of Domestication - \$50.00
Articles of Incorporation & Certified Copy - \$78.75
TOTAL = \$128.75

PLEASE mail all completed forms and certificates to:
Upgrade Solutions Inc., 4015 Grousewood Drive, Myrtle Beach, SC 29588

Sincerely,



Paul R Zora
Upgrade Solutions Inc.
President

CERTIFICATE OF DOMESTICATION

The undersigned, PAUL R ZORA, President
(Name) (Title)
of UPGRADE SOLUTIONS INC a foreign Corporation
(Corporation Name)
in accordance with F.S., 607.1801 does hereby certify:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The date on which corporation was first formed is Nov 17th, 1998.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being is Horry County, South Carolina.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication is UPGRADE SOLUTIONS INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is UPGRADE SOLUTIONS INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication is Horry County, South Carolina
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am PAUL R ZORA, of UPGRADE SOLUTIONS INC
and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 25th day of JUNE, 2003.

Paul R Zora
(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION
In compliance with Chapter 607, F.S.

ARTICLE I NAME

The name of the corporation shall be:

UPGRADE SOLUTIONS INC

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TALLAHASSEE FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

1071 SW ALEXANDRIA Ave
PORT ST. LUCIE, FL 34953

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

COMPUTER CONSULTING

ARTICLE IV SHARES

The number of shares of stock is:

100

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es):

PAUL R ZORA - President
1071 SW ALEXANDRIA Ave
PORT ST. LUCIE, FL 34953

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

PAUL R ZORA
1071 SW ALEXANDRIA Ave
PORT ST. LUCIE, FL 34953

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

PAUL R ZORA
1071 SW ALEXANDRIA Ave
PORT ST. LUCIE, FL 34953

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 am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Paul R Zora

Signature/Registered Agent

6/25/03

Date

Paul R Zora

Signature/Incorporator

6/25/03

Date