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Florida Department of State

Division of Corporations

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Division of Corporations
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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

upgradables plus, inc.

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ARTICLES OF INCORPORATION
OF
UPGRADABLES PLUS, INC.

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TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of this corporation is UPGRADABLES PLUS, INC. The initial place of business of this corporation shall be 920 San Marco Road Marco Island 34145.

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.

ARTICLE III - CAPITAL STOCK

The initial number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$ 1.00 each.

ARTICLE IV - REGISTERED AGENT AND REGISTERED OFFICE

The registered agent's office address shall be located at 28 W. Flagler St., 11th Floor, Miami, FL 33130, and the name of the initial registered agent of the corporation is Leslie I. Snyder Esq.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE VI - SPECIAL PROVISIONS

It is the intent of the incorporator (s) that the corporation will qualify as a corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

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ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are, and their titles are:

Paul Risman
91 Rylander Blvd. Suite 7-183
Toronto, Ontario, M1B5M5

President/Treasurer/
Director

Andrew Sparrow
Heatherslade The Avenue Dallington
Northamptonshire U.K. NN57AJ

Chief Operations Officer/
Director

ARTICLE VIII - DIRECTORS

This corporation shall two directors, initially.

ARTICLE IX - INCORPORATORS

The name and street address of the incorporator(s) to these Articles of Incorporation is:

Paul Risman
91 Rylander Blvd. Suite 7-183
Toronto, Ontario M1B5M5

ARTICLE X - SUBSCRIBERS

The initial number of shares of stock that this corporation is authorized to have is one hundred. (100).

ARTICLE XI - STOCKHOLDERS' MEETING

The time and place of the annual stockholder's meeting shall be fixed and prescribed for in the bylaws and notice of same shall be given in one of the methods within or without the State. Any stockholder may waive notice of the time, place and purpose of the meeting, either before or after such meeting.

ARTICLE XII - OFFICERS

The officers of this corporation shall be a President, Vice-President, and such other officers and agents as may be necessary. All Officers and Agents, shall be chosen

in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed in the bylaws or determined by the Board of Directors.

Any person may hold two or more offices. This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner or as hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.


ARTICLE XIII - POWERS

This corporation shall have the following powers:

- A. To have a corporation seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or any other manner reproduced.
- B. To purchase, take receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in, and with real or personal property or any interest therein wherever situated.
- C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of the property and assets.
- D. To lend money and use credit to assist the officers and employees in accordance with Florida Statute 607.141.
- E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligation of, other domestic or foreign corporations, associate partnerships, or individuals, or direct or indirect obligations of the United States or of any other Government, State, Territory, Governmental District, or Municipality, or of any instrumentality thereof.
- F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its bonds, notes and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- G. To lend money for corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payments of the funds so loaned or invested.

- H. To conduct its business, carry on the operations and have officers and exercise the powers granted by Florida Statutes 607, within or without the State.
- I. To elect or appoint officers and agents of the corporation and define their duties and to fix their compensation.
- J. To make and alter the bylaws, not inconsistent with these Articles of Incorporation, or laws of the State of Florida, for the administration and regulation of the affairs of the corporation.
- K. To make donations for the public welfare for charitable, scientific, or for educational purposes.
- L. To transact any lawful business, which the board of directors shall find, will be in aid of governmental policy.
- M. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees for any and all of the directors, officers and employees of its subsidiaries.
- N. To act as counsel, agent, promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.
- O. To have and exercise all powers necessary or convenient to affect the purposes of this corporation.

IN WITNESS WHEREFORE, the undersigned has hereunto set his hand
And seal this 22nd day of May, 2004.



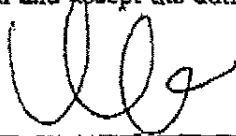
ANDREW SPARROW

TOTAL P.06

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ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered
Agent for Upgradables Plus, Inc.



LESLIE I. SNYDER ESQ.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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