

**Electronic Articles of Incorporation
For**

P11000002749
FILED
January 10, 2011
Sec. Of State
vingram

UPGRADE MANAGEMENT INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

UPGRADE MANAGEMENT INC

Article II

The principal place of business address:

3760 PREAKNESS PLACE
SUITE 1801
PALM HARBOR, FL. 34684

The mailing address of the corporation is:

3760 PREAKNESS PLACE
SUITE 1801
PALM HARBOR, FL. 34684

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS. TO DEVELOP LONG-TERM CAREERS
☐ ☐ FOR ARTISTS, WHICH INCLUDE TOURING, MERCHANDISING,
☐ ☐ SPONSORSHIPS, LICENSING, AND THE FULL EXPLOITATION OF ALL
☐ ☐ OF THEIR TALENTS. ☐ ☐ ☐ ☐

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

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

IAN A EASTERLING
3760 PREAKNESS PLACE
SUITE 1801
PALM HARBOR, FL. 34684

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: IAN EASTERLING

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Article VI

The name and address of the incorporator is:

IAN EASTERLING
3760 PREAKNESS PLACE
SUITE 1801
PALM HARBOR, FL, 34684

Electronic Signature of Incorporator: IAN EASTERLING

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
IAN A EASTERLING
3760 PREAKNESS PLACE
PALM HARBOR, FL. 34684

Article VIII

The effective date for this corporation shall be:

01/07/2011