

**Electronic Articles of Incorporation
For**

P12000000744
FILED
January 03, 2012
Sec. Of State
psmith

UPGRADE PARTS COMPANY

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 PARTS COMPANY

Article II

The principal place of business address:

3200 SOUTH OCEAN BLVD
PALM BEACH, FL. US 33480

The mailing address of the corporation is:

10702 BOCA WOODS LANE
BOCA RATON, FL. US 33428

Article III

The purpose for which this corporation is organized is:

UPS REPLACEMENT BATTERY PACKS

Article IV

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

1500

Article V

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

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FL. 32301

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

Registered Agent Signature: DEB REEVES

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Article VI

The name and address of the incorporator is:

JAY RUDOLPH
33 BAY VISTA PLACE

WARWICK RI 02886

Electronic Signature of Incorporator: JAY RUDOLPH

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: DTR
JAY RUDOLPH
33 BAY VISTA PLACE
WARWICK, RI. 02886 US