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WALLACE B. McCALL, P.A.

WADE B. BYRD, P.A.

MICHEL BYRD ELLIS*

* MEMBER OF NEW YORK AND FLORIDA BAR

HARRY W. STEWART, JR.
(407) 10001

March 27, 1996

Department of State
Division of Corporations
Attention: Florida Filing
P.O. Box 6327
Tallahassee, FL 32314

Re: Upgrade Technology, Inc.

RECEIVED
MAR 27 1996
FBI - TAMPA
FBI - TAMPA

Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for Upgrade Technology, Inc., which Articles include the designation and acceptance of the registered agent. Please file the original and return a certified copy of the Articles of Incorporation to Wallace B. McCall, Esquire, at the address set forth above. Enclosed please also find a check in the amount of \$122.50 made payable to the Department of State to cover the \$35.00 filing fee, \$35.00 registered agent fee, and \$52.50 certified copy fee.

If you have any questions or comments, please do not hesitate to call.

Sincerely,

Wallace B. McCall
WALLACE B. McCALL

WBM:dc
Enclosures

SN APR - 5 1996

ARTICLES OF INCORPORATION
OF
UPGRADE TECHNOLOGY, INC.

RECEIVED
JAN 1 1970
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is UPGRADE TECHNOLOGY, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV

The corporation shall have authority to issue 1,000 shares of non-assessable common stock having a par value of \$1.00 per share.

ARTICLE V

The amount of capital with which the corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

The initial street address of the initial principle office of the corporation is: 12435 53rd Road North, Royal Palm Beach, Florida 33411 and the initial mailing address is: 12435 53rd Road North, Royal Palm Beach, Florida 33411. The name of the initial registered agent is WALLACE B. McCALL, ESQUIRE and his address is 340 Royal Palm Way, Palm Beach, FL 33480.

ARTICLE VII

The name and address of the incorporators are JACK B. HARRIGAN and his address is 12435 53rd Road North, Royal Palm Beach, Florida 33411 and WILLIAM M. CRAVEN, II, and his address is 117 Meadowlands Drive, Royal Palm Beach, Florida 33411.

ARTICLE VIII

The business of this corporation shall be managed and its corporate powers exercised by a board of one or more directors, who shall be of full age and at least one director shall be a citizen of the United States. The director or directors need not be stockholders. The initial board of directors shall consist of two directors.

ARTICLE IX

The first board of directors shall be constituted of the following directors:

JACK B. HARRIGAN
12435 53rd Road North
Royal Palm Beach, Florida 33411

WILLIAM M. CRAVEN, II
117 Meadowlands Drive
Royal Palm Beach, Florida 33411

ARTICLE X

Neither the stockholders, directors, officers nor agents of said corporation shall be personally liable for debts or obligations of the corporation.

ARTICLE XI

Except as may be otherwise provided in the by-laws, any annual or other meeting of stockholders may be held either within or

without the State of Florida, and any stockholder may waive notice of any meeting, either before or after the meeting.

ARTICLE XII

These Articles of Incorporation may be amended in any manner provided by law.

ARTICLE XIII

The undersigned, being all of the subscribers of the Articles of Incorporation of UPGRADE TECHNOLOGY, INC., makes and files these Articles, heroby certifying that the facts herein stated are true, that they are sui juris and over the age of twenty-one (21) years and are citizens of the United States and that accordingly they have hereunto set their hands and seals this _____ day of March, 1996.

William M. Craven II
WILLIAM M. CRAVEN, II

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgments, personally appeared WILLIAM M. CRAVEN, II, personally known to me and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 28th day of March, 1996.

Donna Hastings Nigels
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE
My Commission Expires:



Jack B. Harrigan
JACK B. HARRIGAN

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgments, personally appeared JACK B. HARRIGAN, personally known to me and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 28th day of March, 1996.

Donna Hastings Nigels
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

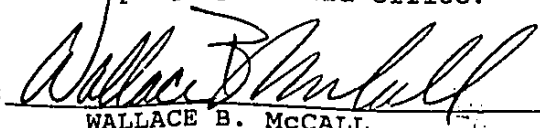
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - UPGRADE TECHNOLOGY, INC., desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation, at the City of Royal Palm Beach, County of Palm Beach, State of Florida, has named WALLACE B. McCALL, ESQUIRE, located at 340 Royal Palm Way, Palm Beach, FL 33480, as its agent or accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By:


WALLACE B. McCALL
as Resident Agent

CLAIMS SECTION
FLORIDA

6-11-01 10:01