

P97000011002

January 27, 1997

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/31/97--01070--017
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find duplicate Articles of Incorporation for Byte-Upgrade, Inc.,
a Florida corporation and Resident Agent form in duplicate.

Also enclosed at this time is our check in the amount of \$122.50, representing
the filing fees, resident agent designation fee and the cost of one (1) certified
copy of the enclosed articles.

Please return same to me in the enclosed Federal Express envelope as soon
as possible.

Yours truly

Jose M. Sanchez
Jose M. Sanchez, III

Jms/mcs
Enclosures

FILED
97 JAN 31 PM 2:50
TALLAHASSEE, FLORIDA

FEB 4 1997

ARTICLES OF INCORPORATION

OF

BYTE-UPGRADE, INC.

ARTICLE I-NAME

The name of this corporation is BYTE-UPGRADE, INC.

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III- PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 100 shares par value common stock, FIVE DOLLARS (\$5.00) par value.

ARTICLE V-RIGHTS-UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all received a ratable distribution of assets of the corporation.

ARTICLE VI-PRE-EMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

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VII-PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be:

7110 Gleneagle Drive, Miami Lakes, Fl. 33014, with the privilege of having branch offices within and without the State of Florida.

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may increased or diminished from time to time as provided for by the Bylaws, but shall never be less than two. The names and addresses of the initial directors of this corporation are:

JOSE M. SANCHEZ III

7110 GLENEAGLE DRIVE

MIAMI LAKES FL. 33014

MICHAEL SERRANO

5702 WEST 2ND COURT

HIALEAH, FLORIDA 33012

ARTICLE IX-INCORPORATORS

The names and addresses of the persons signing these Articles are:

JOSE M. SANCHEZ, III

7110 GLENEAGLE DRIVE

MIAMI LAKES, FL. 33014

MICHAEL SERRANO

5720 WEST 2ND COURT

HIALEAH, FLORIDA 33012

ARTICLES X-BY LAWS

The power to adopt, alter, amend and repeal bylaws be vested in the Board of Directors and shareholders.

ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCKS

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

Jose M. Sanchez III.....50 shares

Michael Serrano.....50 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII-CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulative his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII-CALLING OF SPECIAL MEETING

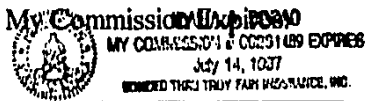
Special meetings of the shareholders may be called by the Board of Directors.

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, is subject to this reservation.

JOSE M. SANCHEZ, III
MICHAEL SERRANO

BEFORE ME, an officer duly authorized in the State aforesaid and the County aforesaid, to take acknowledgments, personally appeared **JOSE M. SANCHEZ, III and MICHAEL SERRANO**, () who is personally known to me or () who has produced KNOWN _____ as identification and who (X) did () did not take an oath.

Idalia A. Lopez
Notary Public State of Florida at Large



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

First- That BYTE-UPGRADE, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Miami Lakes, County of Dade, State of Florida, has names JOSE M. SANCHEZ, III, located at 7110 Gleneagle Drive, Miami Lakes, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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.

Jose M. Sanchez
JOSE M. SANCHEZ, III

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