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May 05, 1999 8:00 am  
Secretary of State

05-05-1999 90106 043 \*\*\*150.00

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PROFIT  
CORPORATION  
ANNUAL REPORT  
1999



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # P97000011746

1. Corporation Name  
UPGRADE INTERNATIONAL CORP.

Principal Place of Business  
435 MARTIN STREET  
SUITE 1010  
BLAINE WA 98230

Mailing Address  
435 MARTIN STREET  
SUITE 1010  
BLAINE WA 98230

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

02/05/1997

4. FEI Number

APPLIED FOR

Applied For  
Not Applicable

5. Certificate of Status Desired

☐

\$8.75 Additional  
Fee Required

6. Election Campaign Financing  
Trust Fund Contribution

☐

\$5.00 May Be  
Added to Fees

8. This corporation owes the current year Intangible  
Personal Property Tax.

☐

Yes ☐ No

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

Country

24

25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

Country

30

9. Name and Address of Current Registered Agent

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA ST.  
STE. 1  
TALLAHASSEE FL 32302

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE PSTO ☐ DELETE

NAME BLAND, DANIEL  
STREET ADDRESS 5535 PEREGRINE WAY  
CITY-ST-ZIP BLAINE WA 98230

TITLE D ☐ DELETE

NAME ERICKSON, RON  
STREET ADDRESS 1520 EAST LAKE AVE.  
CITY-ST-ZIP SEATTLE WA 98102

TITLE D ☐ DELETE

NAME ZUCKER, DAVID  
STREET ADDRESS 330 14TH STREET  
CITY-ST-ZIP SANTA CRUZ CA 95062

TITLE D ☐ DELETE

NAME Burke, Malcolm  
STREET ADDRESS 1115 - 595 Howe St.  
CITY-ST-ZIP Vancouver, B.C.

TITLE ☐ DELETE

NAME  
STREET ADDRESS  
CITY-ST-ZIP

TITLE ☐ DELETE

NAME  
STREET ADDRESS  
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE ☐ Change ☐ Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE ☐ Change ☐ Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE ☐ Change ☐ Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE ☐ Change ☐ Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE ☐ Change ☐ Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE ☐ Change ☐ Addition

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (11/98)

APR 30, 99 360 96 3339