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Amendment

Name

Change

Amend

1.) Upgrade International Corp.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

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4.)
(CORPORATE NAME & DOCUMENT #)

5.)
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

UPGRADE INTERNATIONAL CORP.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 and 607.1002, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

Article I of the Articles of Incorporation are hereby amended as follows:

ARTICLE I

CORPORATION NAME

The name of the Corporation is UPGRADE INTERNATIONAL CORPORATION.

SECOND: The amendment does not provide for an exchange, reclassification or cancellation of issued shares.

THIRD: The date of the adoption of the amendment is January 12, 2000.

FOURTH: The amendment was adopted by the Board of Directors without shareholder action and shareholder actions was not required.

Signed this 12th day of January, 2000.

UPGRADE INTERNATIONAL CORPORATION

Daniel Bland
Daniel Bland
President