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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850) 222-1092
City State Zip Phone

CORPORATION(S) NAME

Upgrade International Corporation
Merging into: Upgrade of Washington, Inc.

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*****70.00 *****70.00

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|--|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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THANKS.

LAURA EARNST

ARTICLES OF MERGER
Merger Sheet

MERGING:

UPGRADE INTERNATIONAL CORPORATION, a Florida corporation
P97000011746
,

INTO

UPGRADE OF WASHINGTON INC., a Washington corporation not qualified in
Florida.

File date: September 18, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
OF
UPGRADE INTERNATIONAL CORPORATION
AND
UPGRADE OF WASHINGTON INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of RCW 23B.11.050, the following Articles of Merger are executed for the purpose of merger Upgrade International Corporation, a Florida corporation (the "Disappearing Corporation"), with and into Upgrade of Washington Inc., a Washington corporation (the "Surviving Corporation") and a wholly-owned subsidiary of Upgrade International Corporation (the "Constituent Corporations").

1. The Agreement and Plan of Merger, attached hereto as Exhibit A, was approved, adopted, certified, executed and acknowledged by the shareholders of the Disappearing Corporation and the Surviving Corporation.

2. The Agreement and Plan of Merger was submitted and unanimously approved by the Board of Directors of the Disappearing Corporation on July 11, 2000. On August 21, 2000, the Agreement and Plan of Merger was submitted and duly approved by the shareholders of the Disappearing Corporation pursuant to Chapter 607 of the Florida Statutes. The total number of votes entitled to be cast were 19,264,217 with 9,927,325 or 51.53% voting for the merger and 14,610 or .08% voting against the merger, which vote was sufficient for approval of the shareholders of the Disappearing Corporation.

3. The Agreement and Plan of Merger was submitted to and unanimously approved by the Board of Directors of the Surviving Corporation on July 11, 2000. The sole shareholder of the Surviving Corporation approved the Agreement and Plan of Merger on July 11, 2000. The total number of votes entitled to be cast were 1,000 with 1,000 voting for the merger and zero (0) voting against the merger, which vote was sufficient for approval of the shareholder of the Surviving Corporation.

4. The Articles of Incorporation of the Surviving Corporation shall, at the Effective Time of the Merger, be amended as follows:

Delete ARTICLE I and replace it with the following:

The name of the corporation is "Upgrade International Corporation."

and, as so amended, shall be the Articles of Incorporation of the Surviving Corporation until the same shall be further altered, amended or repealed as therein provided.

5. The executed Agreement and Plan of Merger is on file at the principal executive offices of the Surviving Corporation located at 1411 Fourth Avenue, Suite 629, Seattle, Washington 98101. A copy of the Agreement and Plan of Merger will be furnished by the

Surviving Corporation, on request and without cost, to any stockholder of the Constituent Corporations.

6. Pursuant to the provision of the Florida Statutes Chapter 607.1109, the Surviving Corporation is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Disappearing Corporation. The address where copies of process may be sent by the Secretary of State of the State of Florida is as follows:

Odgen Murphy Wallace, P.L.L.C.
1601 Fifth Avenue, Suite 2100
Seattle, Washington 98101
Attn: James L. Vandeberg

Dated this 6th day of September 2000.

UPGRADE INTERNATIONAL CORPORATION

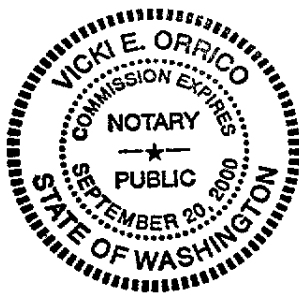
Daniel Bland

By Daniel S. Bland

Its President and Secretary

State of Washington)
County of King) ss

On September 6, 2000, personally appeared before me, a Notary Public, Daniel S. Bland who acknowledged that he executed the above instrument.



Vicki E Orrico
Notary Public
For the State of Washington
Residing at Bellevue.
my commission expires
9-20-00.

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

BY AND BETWEEN

UPGRADE INTERNATIONAL CORPORATION, A FLORIDA CORPORATION

AND

UPGRADE OF WASHINGTON INC., A WASHINGTON CORPORATION

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is entered into as of the 30th day of June, 2000, between Upgrade International Corporation, a Florida corporation (hereinafter, "Disappearing Corporation"), located at 1411 Fourth Avenue, Suite 629, Seattle, Washington 98101, and Upgrade of Washington Inc., a Washington corporation (hereinafter, "Surviving Corporation"), located at 1411 Fourth Avenue, Suite 629, Seattle, Washington 98101 (collectively, the "Constituent Corporations").

RECITALS

A. The Disappearing Corporation is a corporation organized and existing under the laws of the State of Florida. The authorized capital stock of the Disappearing Corporation consists of 50,000,000 shares of common stock having a par value of \$0.001 per share, of which 19,420,568 shares are duly issued and outstanding as of June 16, 2000.

B. The Surviving Corporation is a corporation organized and existing under the laws of the State of Washington. The authorized capital stock of the Surviving Corporation consists of 100,000,000 shares of common stock having a par value of \$0.0001 per share, of which one thousand (1,000) shares are duly issued and outstanding, and 20,000,000 shares of Preferred Stock having a par value of \$0.0001 per share of which no (0) shares are duly issued and outstanding.

C. The Disappearing Corporation and the Surviving Corporation have deemed it advisable and in the best interests of the Disappearing Corporation and the Surviving Corporation, respectively, and their respective shareholders, that the Disappearing Corporation be merged with and into the Surviving Corporation (the "Merger") as authorized by the laws of the States of Washington and Florida.



AGREEMENT

In consideration of the foregoing recitals, the covenants and conditions set forth herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Merger; Effectiveness. The Disappearing Corporation shall be merged with and into the Surviving Corporation pursuant to the applicable provisions of the Washington Business Corporation Act, Chapter 23B of the Revised Code of Washington, as amended, and Chapter 607 of the Florida Statutes, as amended, and in accordance with the terms and conditions of this Agreement. Upon the execution by the Surviving Corporation of Articles of Merger incorporating this Agreement and the filing of such Articles of Merger with the Secretaries of State of Washington and Florida, the Merger shall become effective (the "Effective Time of the Merger").

2. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall, at the Effective Time of the Merger, be amended as follows

Delete ARTICLE I and replace it with the following:

ARTICLE I

The name of the corporation is "Upgrade International Corporation"

and, as so amended, shall be the Articles of Incorporation of the Surviving Corporation until the same shall be further altered, amended or repealed as therein provided.

3. Bylaws. The Bylaws of the Surviving Corporation in effect at the Effective Time of the Merger shall, at the Effective Time of the Merger, be and remain the Bylaws of the Surviving Corporation until the same shall be further altered, amended or repealed as therein provided.

4. Directors and Officers. The directors and officers of the Disappearing Corporation in office at the Effective Time of the Merger shall, at the Effective Time of the Merger, become the directors and officers of the Surviving Corporation and shall hold such offices in accordance with and subject to the Certificate of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately after the Effective Time of the Merger.

5. Conversion of Shares.

(a) Common Stock. At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder of any shares of stock of the Disappearing Corporation or of the Surviving Corporation, every one (1) issued and outstanding share of the common stock of the Disappearing

AGREEMENT AND PLAN OF MERGER - 2

Corporation held as of the record date shall be converted into and become one (1) new fully paid and nonassessable share of common stock, par value \$.0001 per share, of the Surviving Corporation. The Surviving Corporation will honor the stock certificates of the Disappearing Corporation as if they were issued by the Surviving Corporation.

(b) Conversion of Other Equity Instruments. At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder of any employee stock option of the Disappearing Corporation, every one (1) employee option granted and convertible into common stock of the Disappearing Corporation, whether or not vested, shall be converted into and become one (1) option convertible into common stock of the Surviving Corporation. The employee options of the Surviving Corporation shall be issued pursuant to its Stock Option Plan on economic terms substantially similar to those of the existing options in the Disappearing Corporation. At the Effective Time of the Merger, every other equity instrument of the Disappearing Corporation not addressed elsewhere in this Agreement shall be converted into a similar equity instrument in the Surviving Parent Corporation on economic terms substantially similar to those of the existing other equity instruments in the Disappearing Corporation.

6. Rights, Duties, Powers, Liabilities, Etc. At the Effective Time of the Merger, the separate existence of the Disappearing Corporation shall cease, and the Disappearing Corporation shall be merged in accordance with the provisions of this Agreement with and into the Surviving Corporation, which shall possess all the properties and assets, and all the rights, privileges, powers, immunities and franchises, of whatever nature and description, and shall be subject to all restrictions, disabilities, duties and liabilities of each of the Constituent Corporations; and all such things shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or other property, or any interest therein, vested by deed or otherwise in either of the Constituent Corporations, shall be vested in the Surviving Corporation without reversion or impairment. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Corporation, may be prosecuted to judgment or decree as if the Merger had not taken place, and the Surviving Corporation may be substituted in any such action or proceeding.

7. Implementation. Each of the Constituent Corporations shall take, or cause to be taken, all action or do, or cause to be done, all things necessary, proper or advisable under the laws of the States of Washington and Florida to consummate and make effective the Merger.

8. Termination. This Agreement may be terminated for any reason at any time before the filing of Articles of Merger with the Secretaries of State of the States of Washington and Florida (whether before or after approval by the shareholders of the Constituent Corporations, or either of them) by resolution of the Board of Directors of both of the Constituent Corporations.

9. Amendment. This Agreement may, to the extent permitted by law, be amended, supplemented or interpreted at any time by action taken by the Board of Directors of both of the Constituent Corporations; Provided, however, that this Agreement may not be amended or supplemented after having been approved by the shareholders of either Constituent Corporation except by a vote or consent of shareholders both Constituent Corporations in accordance with applicable law.

IN WITNESS WHEREOF, the parties hereto have duly executed and delivered this AGREEMENT AND PLAN OF MERGER as of the date first set forth above.

Upgrade International Corporation,
a Florida Corporation

By Daniel S. Bland
Name: Daniel S. Bland
Title: President

Upgrade of Washington Inc.,
a Washington Corporation

By Daniel S. Bland
Name: Daniel S. Bland
Title: President