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February 18, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002095198--6
-02/24/97--01030--013
***** 70.00 ***** 70.00

Re: KA-L, Inc.

Dear Sirs:

Enclosed are the original and one copy of the Articles of Incorporation for the above corporation and a check for \$70.00. Please return a stamped copy to my office.

Sincerely,

Russell Winer

Russell R. Winer
RRW:ss
encl (3)

W97-4076

Dmc
2/27/97

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P. CHESNUT

MAR

7 1997

Charter Number Only

VALIDATION ONLY

3/6/97

Russell R. Winer, Esq.
Requestor's Name
1904 East Busch Blvd.
Address
Tampa, FL 33612
City State ZIP Phone
#813/935-1886

CORPORATION(S) NAME

Upgrade, Inc.



Empire Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Reservation	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up	<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W P Verifier



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 27, 1997

RUSSELL R. WINER
ATTORNEY AT LAW
1904 EAST BUSCH BLVD
TAMPA, FL 33612-8666

RECEIVED MAR 03 1997

SUBJECT: KA-L, INC.
Ref. Number: W97000004706

We have received your document for KA-L, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

pyrate, Inc.
If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 997A00010378

RECEIVED
97 MAR -7 AM 10:37
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
Upgrade, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be Upgrade, Inc..

ARTICLE II NATURE OF BUSINESS

This corporation may engage in the personal services and training and any lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **1000** shares of common stock having a par value of **\$1.00** per share.

ARTICLE IV PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 it is offered to others.

ARTICLE V ISSUANCE OF STOCK

Shares of capital stock of this corporation shall be issued upon receipt of notification from the secretary of state that the articles have been filed.

ARTICLE VI ADDRESS

The street address of the initial registered office and principal street address of the corporation shall be 10932 Aster Ave., Tampa FL 33612 and the mailing address is 10932 Aster Ave., Tampa FL 33612, and the name of the initial Registered Agent for the corporation at that address is Edward P. Zoutes as its Agent to accept service of process within this State.

ARTICLE VII SPECIAL PROVISIONS

The stock of this corporation is intended to be restricted pursuant to a shareholders agreement.

ARTICLE VIII TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IX LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall not limit any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE X SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of behavior contrary to that prohibited by the above referenced shareholders agreement, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE XI DIRECTORS

This corporation shall have a minimum of one director. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The initial Board of Directors shall consist of:

Edward P. Zoutes

ARTICLE XII INCORPORATOR

The name and address of the incorporator is:

Edward P. Zoutes
10932 Aster Ave.
Tampa FL 33612

ARTICLE XIII INITIAL OFFICERS

The initial officers shall be:

President & Secretary: Edward P. Zoutes

Their term of office shall be one year, but if a new election is not held, they may retain their office until such election is held.

ARTICLE XIV BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE XV AMENDMENT

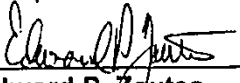
This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI EFFECTIVE DATE

The effective date of this corporation shall be the date these articles are filed.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on March 5, 1997.

Incorporator::



Edward P. Zoutes

Acceptance as Registered Agent:

I have been designated Registered Agent and agree as Registered Agent to accept service of process and the obligations contained in Florida Statutes Section 607.0505.

Registered Agent:



Edward P. Zoules