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FEBRUARY 6, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200002425292--4
-02/09/98-01098-013
*****70.00 *****70.00

Re: GLOBAL UPGRADE ELECTRONIC INC.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

Lawrence A. Kirsch

Lawrence A. Kirsch

FILED
98 FEB -9 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
2-10-98

ARTICLES OF INCORPORATION

GLOBAL UPGRADE ELECTRONIC INC.

FILED
98 FEB -9 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is GLOBAL UPGRADE ELECTRONIC INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all 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 aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

Rossen Radoslavov Radkov
9639 Eaton Gardens Lane, C
Fort Myers, Florida 33919

ARTICLE VI PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

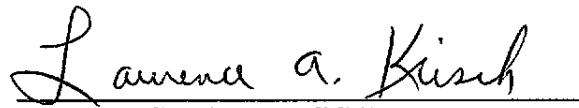
9639 Eaton Gardens, C
Fort Myers, Florida 33919

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:


Lawrence A. Kirsch
90 State Street
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of February, 1998.


LAWRENCE A. KIRSCH

STATE OF NEW YORK)
COUNTY OF ALBANY) SS.:

The foregoing instrument was acknowledged and sworn to me before this 6th day of February, 1998 by the incorporator of GLOBAL UPGRADE ELECTRONIC INC.


Notary Public
My Commission Expires:

KELLY A. HEMENDINGER
Notary Public, State of New York
No. 01HE5062156
Qualified in Rensselaer County 98
Commission Expires June 24, 98

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

GLOBAL UPGRADE ELECTRONIC INC.

1. The name of the corporation is: _____

2. The name and address of the registered agent and office is:

ROSSEN RADOSLAVOV RADKOV

9639 EATON GARDENS LN, #C

(P. O. BOX NOT ACCEPTABLE)

FORT MYERS, FL 33919

(CITY/STATE/ZIP)

SIGNATURE _____

(Corporate Officer)

TITLE PRESIDENT

DATE 01/20/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE _____

(Registered Agent)

DATE 01/20/98

98 FEB -9 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED