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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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FLORIDA PROFIT CORPORATION OR P.A.

INTERNATIONAL UPGRADE SOLUTION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
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F. CHESSER

NOV 23 1998

ARTICLE OF INCORPORATION OF

INTERNATIONAL UPGRADE SOLUTION, INC.

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The undersigned incorporator(s), for the purpose of forming a Corporation under the Florida General Corporation Act. hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAMES

The name of the Corporation shall be : INTERNATIONAL UPGRADE SOLUTION, INC.
The principal place of business of this corporation shall be : 11041 S.W. 7th STREET
MIAMI FLORIDA 33174.

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 State, the State of Florida, or any state, Country territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its per value that this corporation is authorized to have outstanding at any one time is: 500 SHARES \$1.00 PER SHARE.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTOR(S)

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are): Rosa Solorzano (P=) 11041 S.W. 7th Street Miami FL 33174.
Anselmo Solorzano (V-P=) 11041 S.W. 7th Street Miami FL 33174.

Prepared by:
Associated Accountants
Tax & Multiservice, Inc.
1393 S.W. 1st STREET # 103
MIAMI FL 33135 . PHONE: 305-642-5229

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is (are) :

NAMES ..

ADDRESS

ROSA SOLORZANO
President 50% of Shares

11041 S.W. 7th Street Miami FL 33174.

ANSELMO SOLORZANO
Vice-President 50% of Shares.

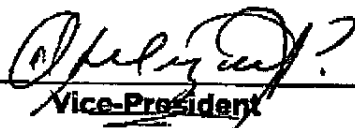
11041 S.W. 7TH Street Miami FL 33174.

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Article of Incorporation this 21st day of November, 1998.

Signature(s) of Incorporator(s)



President.



Vice-President

**CERTIFICATE OF DESIGNATION
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 the following statement in designating the registered office/registered agent, in the State Of Florida

- 1- The name of the corporation is: INTERNATIONAL UPGRADE SOLUTION, INC.
- 2- The name and address of the registered agent and office is: ROSA SOLORZANO.

11041 S.W. 7th Street
(P.O. Box Not Acceptable)

Miami Florida 33174.
(CITY/STATE/ZIP)

SIGNATURE



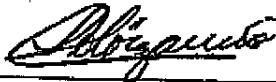
(Corporate Officer)

TITLE : President.

DATE : 11/21/98

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



DATE: 11/21/98.

REGISTERED AGENT FILING FEE:

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