

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

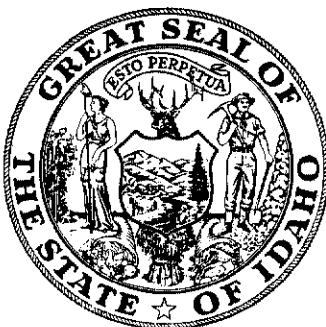
UPGRADE ENTERPRISES, INC.

File number C 111427

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: July 21, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

JUL 21 9 34 AM '95
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
UPGRADE ENTERPRISES, INC.

IDAHO SECRETARY OF STATE

7/21/95 9:00:00 AM
Customer # 26659
IVCS60003870 16384

CORPORATION PROFIT

1 @ 100.00 = 100.00

The undersigned, acting as incorporators of a Corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FIRST

The name of the Corporation is Upgrade Enterprises, Inc.

SECOND

The period of the duration is perpetual.

THIRD

The purpose or purposes for which the Corporation is organized are: The transaction of any and all lawful business for which Corporations may be incorporated under the Idaho Corporation Act.

FOURTH

The aggregate number of shares which the Corporation shall have authority to issue is FIVE THOUSAND (5,000) at no par value.

FIFTH

Provisions denying pre-emptive rights are: None.

SIXTH

Provisions for the regulation of the internal affairs of the Corporation are: Vested in the Board of Directors.

SEVENTH

The address of the initial registered office of the Corporation shall be 735 Tyra Street, Idaho Falls, Idaho, and the name of its initial registered agent at such address shall be Pamela S. Peterson.

EIGHTH

The names and addresses of each Director and Incorporator are delineated below and the number of the Directors constituting the initial Board of Directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as Directors until the First Annual Meeting of Shareholders or until their successors are elected and qualified are:

Warren S. Peterson, 735 Tyra Street, Idaho Falls, Idaho 83401;

Pamela S. Peterson, 735 Tyra Street, Idaho Falls, Idaho 83401.


WARREN S. PETERSON


PAMELA S. PETERSON