



ARTICLES OF DISSOLUTION FILED EFFECTIVE

(General Business and Professional Corporations)

To the Secretary of State of Idaho

Pursuant to Title 30, Chapter 1 and 13, Idaho Code, the undersigned corporation has elected to dissolve.

DEC 31 AM 8:50

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is:

Upgrade Enterprises, Inc.

2. The date the dissolution was authorized is: December 21, 2009

3. The dissolution was approved by the shareholders as follows:

- a) The number of shares entitled to vote: 1,000
 b) The number of shares voting for dissolution: 1,000
 c) The number of shares voting against dissolution: 0

4. (optional) The dissolution shall be effective on Dec 31, 2009

(The articles will be effective on the date filed with the Secretary of State, unless a future date is specified.)

Dated: 28 Dec 2009
 Signature: Warren Peterson
 Typed Name: Warren Peterson
 Capacity: CEO

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

C111427

IDAHO SECRETARY OF STATE
 12/31/2009 05:00
 CK: 2159 CT: 238941 BH: 1281403
 1 @ 30.00 = 30.00 PROF DISSO # 2