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UPGRADE INTERNATIONAL CORP /FL/
Form 8-K
December 24, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 23, 2002

Upgrade International Corporation

(Exact name of registrant as specified in its charter)

Washington	000-27649	58-2441311
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Two Union Square Center, 601 Union Street, Suite 4200,

Seattle, Washington 98101

(Address of principal executive offices, including zip code)

(206) 652-3530

(Registrant's telephone number)

Item 7. Financial Statements and Exhibits

(c) Exhibits:

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99.1 News release of Upgrade International Corporation
issued December 23, 2002.

Item 9. Regulation FD Disclosure

On December 23, 2002, Upgrade International Corporation issued a news release containing a letter from Upgrade's Chairman of the Board, Daniel S. Bland. The news release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Upgrade International Corporation

Date: December 23, 2002

By: /s/ Daniel S. Bland

Daniel S. Bland
President and Chief Executive Officer

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UPGRADE INTERNATIONAL COPROATION

Exhibit Index to Current Report on Form 8-K
Dated December 23, 2002

Exhibit
Number

Description

(99.1)	News release of Upgrade International Corporation issued December 23, 2002.
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