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SECRETARY OF STATE
TALLAHASSEE FLORIDA

April 1, 2002

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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*****96.25 *****96.25

Re: TRACKITWEAR, INC.

Dear Sir:

Please find enclosed an original and duplicate of the Articles of Incorporation for the above-captioned corporation, together with a check in the amount of \$122.50 to cover the following items:

Filing Articles of Incorporation	\$ 35.00
Registered Agent Filing Fees	\$ 35.00
Certificate of Status	\$ 8.75
Certified Copies of Articles (2)	\$ 17.50
Total	\$ 96.25

From: Cynthia J. Dunayer
1790 Country Meadows Terrace
Sarasota, FL 34235
(941)928-3748

I would appreciate your returning a certified copy to me.

Thank you for your cooperation.

Very truly yours,


Cynthia J. Dunayer

CJD/fjd

D. WHITE APR 11 2002

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ARTICLES OF INCORPORATION

OF

TRACKITWEAR, INC.

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

ARTICLE I - NAME

The name of the corporation shall be TRACKITWEAR, INC. The mailing address for the Corporation is 1790 Country Meadows Terrace, Sarasota, Florida 34235.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes: to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description for the purpose of transacting any or all legal business, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One

Cent (\$.01) par value common stock which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is Cynthia J. Dunayer, and her address is 1790 Country Meadows Terrace, Sarasota, Florida 34235.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Cynthia J. Dunayer	1790 Country Meadows Terrace Sarasota, FL 34235

ARTICLE VII - SUBSCRIBER

The name and address of the person signing these Articles of Incorporation is: Cynthia J. Dunayer, 1790 Country Meadows Terrace, Sarasota, FL 34235.

ARTICLE VIII - TRANSFERABILITY OF SHARES

No shares of stock shall be transferred, gifted, given away, sold, traded, bequeathed, used as collateral, or disposed of in any other manner, except by majority vote of the shareholders.

**ARTICLE IX
TRANSACTION WITH INTERESTED DIRECTORS OR STOCKHOLDERS**

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

ARTICLE X - REPLACING STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.


ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any Director or Officer or any former Officer or Director to the full extent permitted by law.

ARTICLE XIII - DATE OF COMMENCEMENT

The date of commencement of this corporation shall be the date of the filing of these Articles of Incorporation with the Department of State, State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1 day of April, 2002.



CYNTHIA DUNAYER
Subscriber

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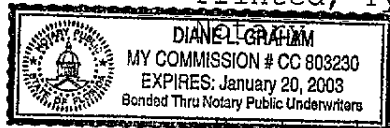
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA

1st The foregoing instrument was acknowledged before me this
day of April, 2002, by Cynthia Dunayer.

Daniel Graham
NOTARY PUBLIC

Printed, Typed or Stamped Name of



Personally known

Type of identification produced *DL License*

ACCEPTANCE

Having been named to accept service of process for
TRACKITWEAR, INC. at the place indicated in the foregoing
Articles of Incorporation, 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.

DATE: April 1, 2002

Cynthia Dunayer
Cynthia Dunayer