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Florida Department of State
Division of Corporations
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To:

Division of Corporations
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Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

fearless international, inc.

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ARTICLES OF INCORPORATION
OF
FEARLESS INTERNATIONAL, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this corporation is FEARLESS INTERNATIONAL, INC.

ARTICLE II: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 3876 Sheridan Street, Hollywood, Florida 33021

The mailing address of this Corporation shall be 3876 Sheridan Street, Hollywood, Florida 33021

ARTICLE III: SHARES

All stock issued by this corporation shall be common voting stock of a single class. The number of shares of stock that this corporation is authorized to have outstanding is one hundred million shares (100,000,000). The stock of this corporation shall have a par value of One Dollar and No Cents (\$1.00) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the par value of the shares.

ARTICLE IV: INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent is Gregory E. Schwartz whose registered office address is 3876 Sheridan Street, Hollywood, Florida 33021.

ARTICLE V: PURPOSE

The corporation may engage in any legal activity. The Corporation may engage in the purchase or acquisition of property, business, rights or franchises, to incur debt, and to raise, borrow money and secure the payment of money in any lawful manner, and for the purpose of transacting any and all lawful business.

ARTICLE VI: INITIAL BOARD OF DIRECTORS AND OFFICERS

The initial board of directors shall be comprised of two persons. The number of directors may be increased from time to time as provided for in the by-laws of this corporation, but shall never be less than one. The names and addresses of the initial directors shall be

Jeffrey Binder 3876 Sheridan Street

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Hollywood, Florida 33021

Jeffrey Binder will serve as a Director, Chairman of the Board and President

Chuck D'Angelo 3876 Sheridan Street
Hollywood, Florida 33021

Aubrey Goldberg will serve as a Chief Operating Office and Vice-President

Carol Stephens 3876 Sheridan Street
Hollywood, Florida 33021

Carol Stephens will serve as Treasurer

Blanca Barker 3876 Sheridan Street
Hollywood, Florida 33021

Blanca Barker will serve as Secretary

ARTICLE VII: INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:
Gregory E. Schwartz, 3876 Sheridan Street, Hollywood, Florida 33021.

ARTICLE VIII: INDEMNIFICATION

Directors and officers of this corporation shall be held harmless and indemnified by this corporation for all acts and omissions of such persons to the fullest extent permitted by applicable law. The terms directors and officers, as used and limited above, shall include current and former directors and officers.

ARTICLE IX: ARBITRATION

Any impasse between the shareholders or directors of the corporation as applicable shall be broken by deferring the impasse to a determination by binding arbitration. The shareholders or board of directors, as applicable, shall mutually select an arbitrator of their choice or, if they are unable to agree on same, they shall each designate an arbitrator of their choice who shall be retained for the sole purpose of jointly agreeing on a third-party arbitrator to decide the Shareholder's dispute. The parties agree that each party shall bear their own attorney's fees and costs in connection with said arbitration.

Should any vote result in an impasse, the status quo shall be maintained until such time as the impasse is broken or until such time as the matter is decided through arbitration.

ARTICLE X: BY-LAWS

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested, respectively and concurrently, in the Board of Directors and the and the shareholder(s) of this corporation.

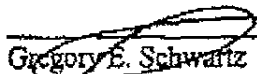
ARTICLE XI: DURATION

The Corporation may engage in any legal activity. The Corporation may engage in the purchase or acquisition of property, business, rights or franchises, to incur debt, and to raise, borrow money and secure the payment of money in any lawful manner, and for the purpose of transacting any or all lawful business.

ARTICLE XII: AMENDMENT

This corporation reserves to its shareholder(s) the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation (provided any such amendment or repeal is consistent with applicable law. Any rights which these Articles of Incorporation may confer upon this corporation may be modified or canceled by a vote of the shareholder(s) to amend or repeal such Articles of Incorporation (provided any such amendment or repeal is consistent with the provisions of applicable law).

The undersigned incorporator has executed these Articles of Incorporation this 12 day of August, 2006.

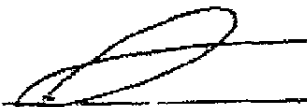


Gregory E. Schwartz
Incorporator

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.



Gregory E. Schwartz
Registered Agent

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