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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)922-4001

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FLORIDA PROFIT CORPORATION OR P.A.

GEARANDSTUFF.COM, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
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**ARTICLES OF INCORPORATION
OF
gearandstuff.com, Inc.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is gearandstuff.com, Inc. (hereinafter, "Corporation").

ARTICLE 2-PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3- PRINCIPAL OFFICE

The address of the principal office of this Corporation is 6020 N. Federal Highway, Suite 247, Boca Raton FL 33467

ARTICLE 4-INCORPORATOR

The name and street address of the incorporator of this Corporation is Bromley Kelly whose address shall be the same as the principal office of the Corporation.

ARTICLE 5-OFFICERS

The officers of the Corporation shall be:

President:	Bromley Kelly
Vice Pres.	Bromley Kelly
Sec-Tres.	Bromley Kelly

whose addresses shall be the same as the principal office of the Corporation.

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ARTICLE 6 CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a \$1.00 par value per share.

ARTICLE 7 TERM OF EXISTENCE

The corporation is to exist perpetually.

In witness where of, the undersigned incorporator has executed these Articles of Incorporation, this 3rd day of August 1999.

B.K.
Bromley Kelly

FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED
REGISTERED OFFICE:

Bromley Kelly, 6020 N. Federal Highway, Suite 247, Boca Raton FL 33467, president of this corporation, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of registered Agent under Section 607.0505 of the Florida Statutes.

B.K.
Bromley Kelly

STATE OF FLORIDA
COUNTY OF BROWARD

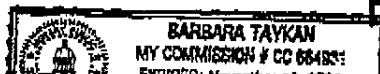
ON THIS DAY, personally appeared before me, the undersigned authority, duly authorized to administer oaths, to me known to be the person described in and who executed the above and foregoing proposed charter, and they acknowledge that they executed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL

NOTARY PUBLIC

Barbara Tayan
MY COMMISSION EXPIRES

*This 3rd Day of August, 1999
Known to me*



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Prepared by:

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Feinsod & Associates, P.A.
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