



THE UNITED STATES  
CORPORATION  
COMPANY

# F02000000160

ACCOUNT NO. : 072100000032

REFERENCE : 645513 7229347

AUTHORIZATION :

*Patricia Pizeto*

COST LIMIT : \$ 78.75

FILED  
02 JAN 10 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : January 9, 2002

ORDER TIME : 10:21 AM

ORDER NO. : 645513-005

600004785076--1

CUSTOMER NO: 7229347

CUSTOMER: Ms. Anna Krimshstein  
Kilpatrick Stockton LLP  
Suite 2000  
200 South Biscayne Boulevard  
Miami, FL 33131

902A0001449

FOREIGN FILINGS

NAME: FREEDOM GEAR, LTD.

BK

XXXX QUALIFICATION (TYPE: CO)

5

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

RECEIVED  
02 JAN 10 AM 11:31  
DIVISION OF CORPORATION

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: \_\_\_\_\_

**APPLICATION FOR AUTHORITY**

**OF**

**FREEDOM GEAR, LTD.**

**THE CORPORATION WILL DO BUSINESS IN FLORIDA AS  
FREEDOM GEAR LTD., INC.**

**FILED**  
**02 JAN 10 PM 1:16**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**


Freedom Gear, Ltd. (the "Corporation"), a foreign corporation desiring to conduct business in the State of Florida pursuant to Section 607.1503 of the Florida Business Corporation Act, does hereby certify:

1. The name of the Corporation is Freedom Gear, Ltd.
2. The jurisdiction of organization of the Corporation is the State of New York. The date of organization of the Corporation is December 19, 2000.
3. The Corporation shall have perpetual existence.
4. Corporation's Federal Employer Identification Number is 13-4169864.
5. The date on which the corporation will first transact business in Florida is upon qualification.
6. The address of the principal office and the mailing address of the Corporation is 9881 NW 52 Terrace, Miami, FL 33178.
7. The purpose of the Corporation is to engage in any and all lawful business or activity permitted under the laws of the United States, and the State of Florida.
8. The name and street address of the Florida registered agent is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.
9. The name and business address of the officer of the corporation is Rollin Bancroft, 9881 NW 52 Terrace, Miami, FL 33178, who will serve in the capacity of President and Chief Executive Officer.

10. The name and address of the directors of the corporation are Rollin Bancroft, 9881 NW 52 Terrace, Miami, FL 33178 and Cynthia Vergilii, 1061 North Broadway, Yonkers, NY 10701.

11. Attached is a certificate of existence duly authenticated by the Secretary of State of New York.

IN WITNESS WHEREOF, the undersigned officer has executed the foregoing Application for Authority this 30 day of NOVEMBER, 2001.

  
Rollin Bancroft, President

02 JAN 18 PM 1:16  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON  
WHOM PROCESS MAY BE SERVED**

FILED  
JAN 10 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

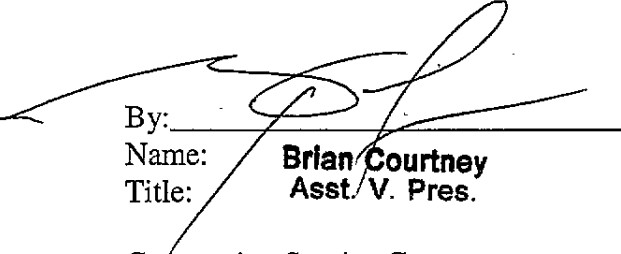
**WITNESSETH**

That Freedom Gear, Ltd. desiring to conduct business under the laws of the State of Florida, has named Corporation Service Company as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, 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, and I accept the duties and obligations of Section 607-0505, Florida Statutes.

Dated this 9<sup>th</sup> day of Jan, 2002.

By:   
Name: **Brian Courtney**  
Title: **Asst. V. Pres.**  
Corporation Service Company

State of New York } ss:  
Department of State

I hereby certify, that the Certificate of Incorporation of FREEDOM GEAR, LTD. was filed on 12/19/2000, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.



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*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 08th day of January  
two thousand and two.*

*Special Deputy Secretary of State*

FILED  
JAN 10 PM 1:16  
SECRETARY OF STATE  
ALBANY, FLORIDA