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MARK D. BREAKSTONE & ASSOCIATES, P.A.

A t t o r n e y s   A t   L a w

1247 South Myrtle Avenue  
Clearwater, Florida 33756  
Telephone: (727) 449-8305  
Fax: (727) 449-9529

April 3, 2000

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: GEAR SPORTS, INC. .

Gentlemen:

Enclosed please find two (2) executed copies of the Articles of Incorporation as to above named corporation for filing with your office, together with a check in the sum of \$131.25 to cover the filing fees for the Articles of Incorporation, the registered name and the certificate of status. Please return one certified copy of the Articles of Incorporation to the undersigned at your earliest convenience.

Very Truly Yours,



Mark D. Breakstone, Esq.

MDB\Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APR 13 2000

ARTICLES OF INCORPORATION  
OF  
GEAR SPORTS, INC.

FILED  
00 APR -7 AM 7:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
Name

The name of the corporation is GEAR SPORTS, INC.

ARTICLE II  
Duration

The term for which the Corporation shall exist shall be perpetual, unless sooner dissolved by law.

ARTICLE III  
Purpose

The general nature of the business to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida, in accordance with and as permitted by Chapter 607, Florida Statutes.

ARTICLE IV  
Capital Stock

The Corporation is authorized to issue One Thousand (1,000) shares of One Hundred Dollar (\$100.00) par value common stock.

ARTICLE V  
Principal Office/Mailing Address

The principal office/street address of the Corporation is:

5419 Provost Drive  
Holiday, FL 34690

ARTICLE VI  
Initial Registered Office and Registered Agent

The street address of the initial registered office of the Corporation is 5419 Provost Drive, Florida 34690 and the name of the initial Registered Agent at that address is Ronald C. Fernandez, who by execution hereof accepts the duties and responsibilities of such office.

ARTICLE VII  
Initial Board of Directors

The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the Bylaws, but shall never be fewer than one (1) Director. The name and address of the initial Board of Directors of the Corporation is as follows:

Ronald C. Fernandez  
5419 Provost Drive  
Holiday, FL 34690

ARTICLE VIII  
Incorporator

The name and address of the person subscribing to these Articles of Incorporation is: Ronald C. Fernandez, 5419 Provost Drive, Holiday, FL 34690.

ARTICLE IX  
Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber and Resident Agent has executed these Articles of Incorporation, this 3 day of April, 2000.

  
RONALD C. FERNANDEZ  
Subscriber and Resident Agent

00 APR -7 AM 7:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED