

STEVEN A. SPENCER & ASSOCIATES  
ACCOUNTANTS  
1900 East Robinson Street  
Orlando, Florida 32803  
FAX (407) 898-6460  
(407) 894-0081

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32399

Gentlemen,

900003285599-2  
-08/12/00--01125--010  
\*\*\*\*122.50 \*\*\*\*78.75

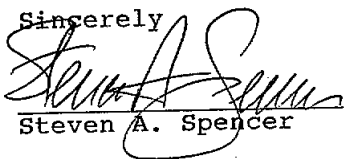
Enclosed are the Articles of Incorporation for:

DESIGNER GEAR, INC.

Also enclosed is a check for \$122.50 for the following fees:

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$52.50
Total Fee Due	\$122.50

Sincerely

  
Steven A. Spencer

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

DESIGNER GEAR, INC.

ARTICLE I. NAME

The name of this corporation is:

DESIGNER GEAR, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes, may act in any capacity including as an agent or attorney-in-fact for any person or entity.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and principal office of this corporation is: 1900 E. Robinson St.  
Orlando, Florida 32803

The name of the initial registered agent of this corporation at that address is: Steven A. Spencer

ARTICLE V. INITIAL BOARD OF DIRECTORS

This corporation shall initially have one director. The corporation may, by amendment to the By-laws, increase the Board of Directors to more than one. This is initially a one person corporation; provided, however, that by amendment to the By-laws, the number of officers, directors and stockholders may be increased. The name and address of the director of this corporation is:

Yaacov Vaknin  
8445 International Dr., Stell4  
Orlando, Florida 32819

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

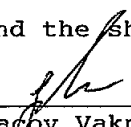
ARTICLE VI. INCORPORATORS

The name and address of the person signing these Articles is:

Yaacov Vaknin  
8445 International Dr., STE 114  
Orlando, Florida 32819

ARTICLE VII. BY-LAWS

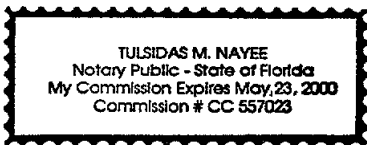
The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

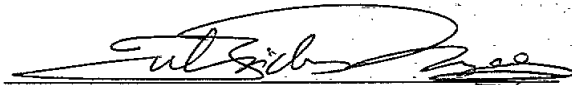
  
\_\_\_\_\_  
Yaacov Vaknin

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Yaacov Vaknin, who is personally known to me as the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and who did not take an oath, and he or she acknowledged before me that he or she subscribed to those Articles of Incorporation and executed the same.

WITNESS my hand and official seal in the County and State named above, this 19<sup>th</sup> day of MAY, 2000.



  
NOTARY PUBLIC

TULSIDAS M. NAYEE  
Printed Notary Signature  
My Commission Number: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

In pursuance of Chapter 48.091. Florida Statutes, the  
following is submitted, in compliance with said Act:

First - That Designer Gear, Inc.  
desiring to organize under the laws of the State of Florida with  
its initial registered and principal office at:

1900 E. Robinson St.

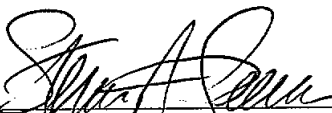
Orlando, Florida 32803

has named Steven A. Spencer, located at 1900 E. Robinson St.  
Orlando, FL 32803, 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 accept to act in this capacity, and  
agree to comply with the provisions of said Act relative to  
keeping open said office.

By:

  
Steven A. Spencer

Registered Agent

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00 JUN 12 AM 9:36  
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TALLAHASSEE, FLORIDA