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DOUGLAS S. SEABURN
800 N. SR 434, SUITE #1
ALTAMONTE SPRINGS, FL 32714

FILED
00 SEP 29 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 25, 2000

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation
HANGOVER HELMET, INC.

100003410211--0
-09/29/00--01093--001
*****78.75 *****78.75

Dear Sirs:

Enclosed are the Articles of Incorporation of HANGOVER HELMET, INC.
for filing as of September 25, 2000. Enclosed is our check in the
amount of \$78.75 covering filing costs.

Please return the acknowledgment of filing of these Articles to the
undersigned at the above address.

Thank you for your cooperation in this matter.

Very truly yours,


DOUGLAS S. SEABURN

enclosure

10-3
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ARTICLES OF INCORPORATION
OF
HANGOVER HELMET, INC.

I, the undersigned, desiring to form a corporation for profit under the General Corporation Law of Florida, do hereby certify:

ARTICLE I

The name of the Corporation shall be: HANGOVER HELMET, INC.

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

The purposes for which said Corporation is formed are:

(a) To conduct and carry on the business of production and marketing novelty products.

(b) In general, to enter into, promote or carry on any lawful business whatsoever calculated directly or indirectly to promote the business and general welfare of the Corporation or to enhance the value of its' properties, and to have and exercise all rights, powers and privileges which are or hereinafter be conferred upon corporations for profit organized under the General Corporation Law of the State of Florida.

The objectives and purposes specified in the foregoing clauses of Article III shall be construed both as objects and powers, and each specified purpose shall be deemed to be independent of all other purposes herein specified and shall not be limited or restricted by reference to or inferences from the terms of any other clause or paragraph of these Articles of Incorporation. The foregoing enumeration of specified powers shall not be held to limit or restrict the powers of the Corporation and are in furtherance of and addition to the general powers conferred by the statutes of the State of Florida.

The Corporation reserves the right at any time and from time to time to change its' purposes in any manner now or hereafter permitted by statute. Any change of the purposes of the Corporation, whether substantial or not, authorized or approved by the holders of shares entitled to exercise that portion of the voting power of the Corporation now or hereafter required for such authorization or approval, shall be binding and conclusive upon every shareholder of the Corporation as fully as if such shareholder had voted therefore; and no shareholder, notwithstanding that he may have voted against such change of purposes or may have objected in writing thereto, shall be entitled to payment of the fair cash value of his shares.

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ARTICLE IV

The number of shares of capital stock of all classes which the Corporation is authorized to have outstanding is 100,000 all of which shall be Common Stock with par value of \$1.00 per share.

ARTICLE V

The amount of stated capital with which the Corporation will begin business is \$500.00

ARTICLE VI

The street address of the initial registered office of this Corporation shall be 800 N. SR 434, Suite #1, Altamonte Springs, FL 32714 and the name of the initial registered agent at this address is DOUGLAS S. SEABURN.

ARTICLE VII

The Corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by the bylaws of the Corporation, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

DOUGLAS S. SEABURN
800 N. SR 434, SUITE #1
ALTAMONTE SPRINGS, FL 32714

ARTICLE VIII

The principal office and mailing address of the Corporation is:

800 N. SR 434, SUITE #1
ALTAMONTE SPRINGS, FL 32714

ARTICLE IX

The name and address of the incorporator signing the Articles of Incorporation is:

DOUGLAS S. SEABURN
800 N. SR 434, SUITE #1
ALTAMONTE SPRINGS, FL 32714

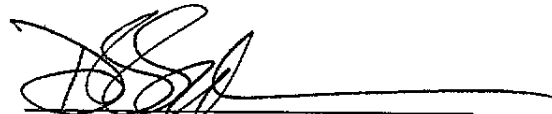
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of September, 2000.



DOUGLAS S. SEABURN

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent above, I hereby accept to act in that capacity, and I agree to comply with the Florida Statutes thereunto pertaining.



DOUGLAS S. SEABURN