

P00000101451

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000056740 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : KIPNIS TESCHER LIPPMAN & VALINSKY
Account Number : 072164000350
Phone : (954) 467-1964
Fax Number : (954) 467-2264

FLORIDA PROFIT CORPORATION OR P.A.

Air Wear International, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

FILED
00 OCT 27 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

<https://ccfss1.dos.state.fl.us/scripts/efilcovr.exe>

10/27/2000

001/005

KIPNIS TESCHER

N. Culligan OCT 27 2000

10/27/00 15:54

FAX AUDIT #H00000056740 4

ARTICLES OF INCORPORATION

OF

AIR WEAR INTERNATIONAL, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: Air Wear International, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 2500 Ave au Soleil, Gulf Stream, Florida 33483.

ARTICLE III
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 22,000,000 which are to be divided into two classes as follows:

FAX AUDIT #H00000056740 4
Prepared By: Kipnis Tescher Lippman & Valinsky
100 Northeast Third Avenue, Suite 610
Fort Lauderdale, FL 33301
(954) 467-1964
Jay L. Valinsky FL Bar No. 0625109

FILED
00 OCT 27 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT #H00000056740 4

20,000,000 shares of common stock, par value \$.0001 per share; and
2,000,000 shares of preferred stock, par value \$.0001 per share.

The preferred stock may be created and issued from time to time in one or more series and with such designations, rights, preferences, conversion rights cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such preferred stock as may be adopted from time to time in the sole discretion by the Corporation's Board of Directors pursuant to the authority in this paragraph given.

In accordance with Section 607.10025(7) of the Florida Business Corporation Act, upon the effectiveness of a combination, as such term in Section 607.10025(1) of such Act, the authorized shares of the classes or series affected by the combination shall not be reduced or otherwise affected by the percentage by which the issued shares of such class or series were reduced as a result of the combination. The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 22,000,000 shares of common stock, \$.0001 par value per share.

ARTICLE IV
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Jay L. Valinsky
Kipnis Tescher Lippman & Valinsky, P.A.
100 Northeast Third Avenue, Suite 610
Fort Lauderdale, FL 33301

FAX AUDIT #H00000056740 4
Prepared By: Kipnis Tescher Lippman & Valinsky
100 Northeast Third Avenue, Suite 610
Fort Lauderdale, FL 33301
(954) 467-1964
Jay L. Valinsky FL Bar No. 0625109

ARTICLE V
INCORPORATOR

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

Jay L. Valinsky
Kipnis Tescher Lippman & Valinsky, P.A.
100 Northeast Third Avenue, Suite 610
Fort Lauderdale, FL 33301

ARTICLE VI
INDEMNIFICATION

This Corporation shall indemnify any director, officer, employee or agent of the
Corporation to the fullest extent permitted by Florida law.

ARTICLE VII
AFFILIATED TRANSACTIONS

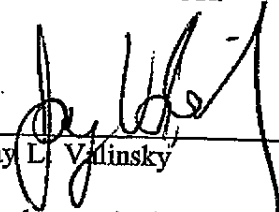
This Corporation expressly elects not to be governed by Section 607.0901 of the Florida
Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE VIII
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida
Business Corporation Act, as amended from time to time, relating to control share acquisitions.

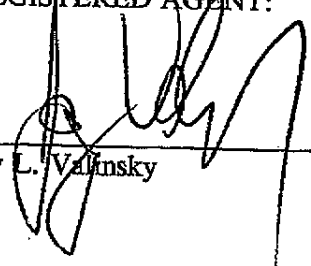
FAX AUDIT #H00000056740 4

INCORPORATOR:


Jay L. Valinsky

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT:


Jay L. Valinsky

FILED
00 OCT 27 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT #H00000056740 4
Prepared By: Kipnis Tescher Lippman & Valinsky
100 Northeast Third Avenue, Suite 610
Fort Lauderdale, FL 33301
(954) 467-1964
Jay L. Valinsky FL Bar No. 0625109