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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.**SPEEDGEARS INC.**

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ARTICLES OF INCORPORATION
OF
SPEEDGEARS INC.

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These Articles are in compliance with Chapter 607, F.S.

Article I

The name of this corporation shall be:

SPEEDGEARS INC.

Article II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

Article III

The principal place of business and mailing address of this corporation shall be: 2211 SW 31 AVENUE
HALLANDALE, FL 33009

Article IV

The general nature of business of this corporation is to transact any and all lawful business.

Article V

The number of shares which this corporation shall have authority to issue are 1,000 shares of common stock having no individual par value of \$1.00

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Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: BRUCE FLAMM C.P.A.
9400 S. DADELAND BLVD. SUITE 110
MIAMI, FL 33156

Article VII

The initial board of Directors shall consist of a total of 3 person(s) and the name and address of the person(s) who are to serve as an initial director(s)

STEFANUS R. TAN
PRESIDENT

2211 SW 31 AVENUE
HALLANDALE, FL 33009

BENJAMIN WEISSMARK
VICE PRESIDENT

2620 SO. UNIVERSITY DRIVE
DAVIE, FL 33328

CHRISTINA J. TAN
TREASURY

424 POINCIANA DR.
HALLANDALE, FL 33309

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 WEST FLAGLER STREET #200
MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 12th day of DECEMBER, 2000.

Ray Stormont
Incorporator

Ray Stormont, President
Signing for

Empire Corporate Kit of America, Inc.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

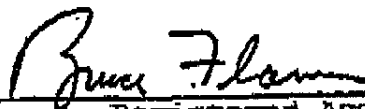
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that SPEEDGEARS INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation has named BRUCE FLANN C.P.A.
(Name of Registered Agent)
located at 9400 S. DADELAND BLVD. Suite 110
City of MIAMI FL 33156 County of MIAMI-DADE
(City) (County)

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



Registered Agent

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