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February 23, 2001

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

Re: VooDoo Gear Corporation

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced proposed corporation. Upon review of the name availability list, and upon conversation with you, we are aware of a similar name on file.

Please file these documents at your earliest opportunity and provide me with a file-stamped copy of the articles and a Certificate of Status by return mail.

I enclose a check for payment of the combined fees of :

☐ \$70

Filing Fees
Only

☒ \$78.75

Filing Fee &
Certificate of
Status

Additional copy of articles enclosed.

☐ \$122.50

Filing Fee &
Certified copy

☐ \$131.25

Filing Fee,
Certified Copy
& Certificate

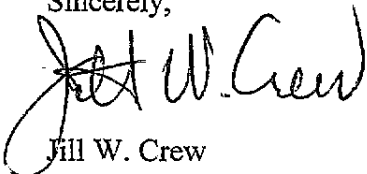
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*****78.75 *****78.75

Thank you for your assistance. Please call me if you have any questions.

Sincerely,



Jill W. Crew

Enclosures

FILED
01 FEB 26 PM 1:10
TALLAHASSEE, FLORIDA

FEB 27 2001

**ARTICLES OF INCORPORATION
OF
*VooDoo Gear Corporation***

FILED
01 FEB 26 PM 1:10
CLERK OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F. S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

Article I
Name of Corporation

The name of the corporation (the "Corporation") is *VooDoo Gear Corporation*.

Article II
Principal Office

The principal place of business is: 220 Ann Circle #4, Destin, Florida 32541.

The mailing address of the Corporation is: 220 Ann Circle #4, Destin, Florida 32541.

Article III
Authorized Shares

The maximum number of shares the Corporation is authorized to issue is 10,000 all of which shall be Common Shares, with a par value of \$0.01 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

Article IV
Registered Agent

The initial street address of the Corporation's registered office is: 505 Mooney Road, Fort Walton Beach, Okaloosa County, Florida 32547. The initial registered agent for the Corporation at that address is: Carolyn V. Hall of H&H Accounting, Inc.

Article V
Board of Directors

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors is:

Craig Barker
220 Ann Circle #4
Destin, Florida 32541

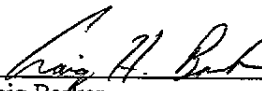
Article VI
Incorporator

The name and address of the person signing these articles of incorporation is: Craig Barker, 220 Ann Circle #4, Destin, Florida 32541.

Article VII
Indemnification

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on February 23, 2001.

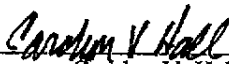


Craig Barker

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the Corporation at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. § 607.0501(3).

Date: February 25, 2001



Carolyn V. Hall
H & H Accounting, Inc.

FILED
01 FEB 26 PM 1:10
TALLAHASSEE, FLORIDA