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ACCOUNT NO. : 072100000032

REFERENCE : 062703 145216A

AUTHORIZATION :

*Patricia Figgitts*

COST LIMIT : \$ 78.75

ORDER DATE : March 1, 2001

ORDER TIME : 2:54 PM

ORDER NO. : 062703-005

CUSTOMER NO: 145216A

800003792008--1

CUSTOMER: Ms. Laurel Harris  
Thompson Goodis Thompson  
Groseclose & Richardson  
P. O. Box 90

St. Petersburg, FL 33731

DOMESTIC FILING

NAME: SIXTH GEAR ONLINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115  
EXAMINER'S INITIALS:

FILED  
2001 MAR -1 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
01 MAR 01 PM 3:57  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

FILED

2001 MAR -1 PM 4:07

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporators for the purpose of forming a corporation under the Florida Business Corporation Act (*Fla. Stat.* Chapter 607), hereby adopts the following as their Articles of Incorporation.

**ARTICLE ONE - NAME, PRINCIPAL OFFICE & MAILING ADDRESS**

The name of the corporation shall be: **Sixth Gear Online, Inc.** The address of the principal office shall be 6677 Augusta Blvd., Seminole, FL 33777.

**ARTICLE TWO - PURPOSE**

This corporation is organized for the purpose of web based marketing and e-commerce.

**ARTICLE THREE - SHARES**

The corporation is authorized to have one hundred (100) shares of stock outstanding at any one time.

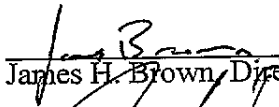
**ARTICLE FOUR - INITIAL REGISTERED AGENT & STREET ADDRESS**

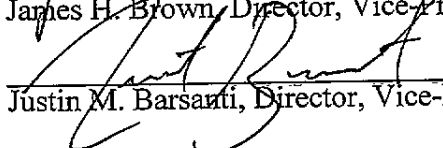
The name of the initial registered agent is George Brown c/o Blumenthal & Associates 9801 Seminole Blvd., Seminole, Florida 33772-2555, the place of employment of the registered agent.

**ARTICLE FIVE - INCORPORATORS**

The names and street addresses of the incorporators to these Articles of Incorporation are:  
James H. Brown, 6677 Augusta Blvd., Seminole, FL 33777; and  
Justin M. Barsanti, 12801 Rossmere Ct., Midlothian, VA 23113.

The undersigned incorporators have executed these Articles of Incorporation this the 22<sup>nd</sup> day of February, 2001.

  
James H. Brown, Director, Vice-President of Creative Design, Secretary and Incorporator

  
Justin M. Barsanti, Director, Vice-President of Marketing, Treasurer and Incorporator

CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT/REGISTERED OFFICE

**FILED**

2001 MAR -1 PM 4:07

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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.

1. The name of corporation is Sixth Gear Online, Inc.
2. The name and address of the registered agent and office is:

George Brown c/o  
Blumenthal & Associates  
9801 Seminole Blvd., Seminole, Florida 33772-2555

*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 proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.*

 2/22/01  
George Brown, as Registered Agent

DIVISION OF CORPORATIONS, P.O. Box 6327, TALLAHASSEE, FL