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DAYTONA BEACH, FLORIDA 32114

J. KERMIT COBLE, P.A.
SCOTT E. SIMPSON, P.A.
NOAH C. MCKINNON, JR., P.A. OF COUNSEL

PLEASE REPLY TO:

POST OFFICE DRAWER 9670
DAYTONA BEACH, FLORIDA 32120

DAYTONA (904) 253-0661
DAYTONA FAX (904) 253-9737

PO10000455210

April 30, 2001

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of FIGHT GEAR INC.

Dear Sir or Madam:

Enclosed please find the following:

20000413222--1
-05/02/01--01063--017
*****78.75 *****78.75

- Original Articles of Incorporation for FIGHT GEAR INC.
- Certificate Designating Place of Business
- Check in the amount of \$78.75 (filing fee, registered agent fee and certified copy fee)
- Return self-addressed envelope

Very truly yours,

Noah C. McKinnon, Jr.

Noah C. McKinnon, Jr.
P.A. of Counsel

NCM/wh

Enclosures

FILED
2001 MAY -2 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5/7/01

ARTICLES OF INCORPORATION
OF
FIGHT GEAR INC.

2001 MAY -2 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME. The name of the Corporation is:

Fight Gear Inc.

ARTICLE 2. DURATION. This corporation shall have perpetual existence commencing on the date that these Articles are formally accepted by the office of the Secretary of State for the State of Florida.

ARTICLE 3. PURPOSE. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK. The aggregate number of shares which the Corporation is authorized to issue is FIVE HUNDRED (500) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE 5. ADDRESS. The street address of **Fight Gear Inc.** is the following:

1497 Gram Avenue
Holly Hill, Florida 32117

The mailing address of **Fight Gear Inc.** is the following:

1497 Gram Avenue
Holly Hill, Florida 32117

ARTICLE 6. PRE-EMPTIVE RIGHTS. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series in that which he already holds, shall have the right to purchase this pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 7. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial Registered Office of the Corporation is 1020 W. International Speedway Boulevard Daytona Beach, Florida and the name of its initial Registered Agent at that address is NOAH C. MCKINNON, JR.

ARTICLE 8. BOARD OF DIRECTORS. The Incorporators, as hereinafter set forth, agree that there will be no board of directors for this corporation and that the responsibilities and duties normally performed by the board of directors shall be performed by the shareholders of this corporation.

ARTICLE 9. INCORPORATORS. The name and address of each Incorporator is as follows:

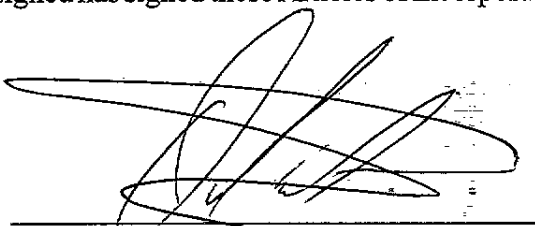
Daryl Fromm
1497 Gram Avenue
Holly Hill, Florida 32117

ARTICLE 10. INDEMNIFICATION. This corporation shall indemnify any officer to the full extent of the law.

ARTICLE 11. AMENDMENT. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to same, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this

24 day of April, 2001.



Daryl Fromm

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me personally appeared DARYL FROMM known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

The foregoing instrument was acknowledged before me this 24 day of April, 2001 by Daryl Fromm () who is personally known to me, or () who produced a Florida driver's license as identification.



Notary Public
State of Florida
Commission No.:
My Commission Expires



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

FILED
2001 MAY -2 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA


Pursuant to Florida Statute 48.091, the following is submitted in compliance with said Act;

First, **Fight Gear Inc.** desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named NOAH C. MCKINNON, JR. 1020 West International Speedway Boulevard, Daytona Beach, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 24 day of April, 2001.


NOAH C. MCKINNON, JR. as Registered Agent
Coble & Simpson, P.A.
Florida Bar No.: 108598
1020 W. Int'l Speedway Blvd.
Daytona Beach, FL 32114
(904) 253-0661