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LARRY H. COLLETON, P.A.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

July 13, 2001

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

**700004477727--7
-07/16/01--01099--001
*****78.75 *****78.75**

**Re: Articles of Incorporation for
Z First Gear, Inc.**

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for Z First Gear, Inc., and our check in the amount of \$78.75, which represents the filing and certification fees.

Upon certification of the Articles of Incorporation, please return to Larry H. Colleton, Esquire, at the above address.

Your immediate attention in this matter is greatly appreciated.

Sincerely,



**Ophelia Parker
Secretary to Larry H. Colleton**

/op

enclosures

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ARTICLES OF INCORPORATION

Z FINEST GEAR, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A FLORIDA RETAIL CLOTHING ESTABLISHMENT CORPORATION

The undersigned, a natural person, desiring to form a corporation in accordance with the Florida Business Corporation Act, adopt the following Articles of Incorporation:

I. NAME

The name of the corporation is :

Z FINEST GEAR, INC.

II. PURPOSE

The purpose for which the Corporation is organized is to engage in and carry on all lawful activities within the State of Florida, and to do those things that are necessary or proper in connection with corporations organized and existing under the laws of the State of Florida, including but not limited to, the following:

(a) To purchase, lease, or otherwise acquire, to own, hold, maintain, improve, operate, mortgage, sell, pledge, convey, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever in furtherance of the business of the Corporation, including the retail sale of Men's and Women's Clothing, and in connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its affairs ;and in connection with any proper business activity in which the Corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation or other entity.

(e) To carry on any other business in connection with an incidental to any of the foregoing businesses, transactions, and dealings, and to do any other act legal under the laws of the

State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(f) To invest the funds of the Corporation in real properties, mortgages, bonds, or any other types of investments, and while the owner or holder of any such real properties, mortgages, stocks, bonds, or other type of investments, to receive, collect, reinvest, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all rights, powers, and privileges of ownership, including all voting powers of any stocks so owned.

(g) To establish and carry out pension, profit-sharing, share-bonus, share-purchase, incentive, and benefit plans, trust, and provisions for the directors, officers, and employees of the Corporation.

(h) To restrict the manner in which, and the persons to whom, its capital stock shall be issued or transferred, and to enact bylaws to put these restrictions into effect.

(i) To do everything necessary, proper, advisable, or convenient to accomplish the purposes, attain the objectives, or further the powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its professional business or that arise otherwise, and at all times comply with the provisions of the Professional Service Corporation as presently enacted and as may be amended or suspended by any other statute.

III. DURATION

The term of existence of the Corporation is perpetual.

IV. REGISTERED OFFICE

The street address of the Corporation's initial registered office in this State is as follows:

2300 East Concord Street
Orlando, Florida 32803

The initial registered agent at the registered office is as follows:

LARRY H. COLLETON

V. INCORPORATOR

The name and address of the incorporator is as follows:

Name	Address
Ramonita Cruz	2437 South Conway Road Apt. #:2211 Orlando, Florida 32812

VI. DIRECTORS

The initial Board of Directors shall consists of Three (3) members. The names and addresses of the Board of Directors are as follows:

Name	Address
Ramonita Cruz	2437 South Conway Road Apt. 2211 Orlando, Florida 32812
Iliana Cruz	855 Schuylkill Avenue Reading, Pennsylvania 19601
Ziraida Cruz	2437 South Conway Road Apt. 2211 Orlando, Florida 32812

VII. CAPITAL STOCK

This Corporation is authorized to issue 100 shares of stock at \$1.00 par value common stock which shall be designated "Common Shares".

VIII. PREEMPTIVE RIGHTS

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

IX. INITIAL OFFICERS

The names and addresses of the initial officers shall be: RAMONITA CRUZ, President, 2437 South Conway Road, Apartment 2211, Orlando, Florida 32812; ILIANA CRUZ, Vice-President, 855

Schuylkill Avenue, Reading, Pennsylvania 19601; and ZIRAIDA CRUZ, Secretary/Treasurer, 2437 South Conway Road, Apartment 2211, Orlando, Florida 32812.

X. BYLAWS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the bylaws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

XI. PRINCIPAL OFFICE

The principal office of the corporation is as follows: 2437 South Conway Road, Apartment 2211, Orlando, Florida 32812.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 13th day of July, 2001.

STATE OF FLORIDA

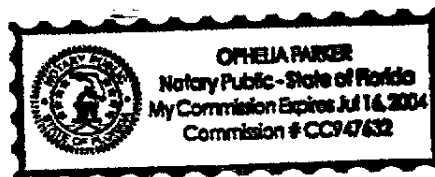
COUNTY OF ORANGE

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, RAMONITA CRUZ, who produced her Pennsylvania Driver's License with number: 22 391 937, who, after first being duly sworn by me, deposes and states that she is the person named in the above and foregoing "Articles of Incorporation", that she has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are all true, accurate and correct.


RAMONITA CRUZ

SWORN and subscribed to before me this 13th day of July, 2001.


NOTARY PUBLIC
MY COMMISSION EXPIRES:



STATE OF FLORIDA

DEPARTMENT OF STATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The following is submitted in compliance with Section 48.091, Florida Statutes. **Z FINEST GEAR, INC.**, a corporation organized under the laws of the State of Florida, with its principal office at: 2437 South Conway Road, Apartment 2211, Orlando, Florida 32812, has named **LARRY H. COLLETON**, 2300 East Concord Street, Orlando, Florida 32803, as its Agent to accept service of process within this state.

BY: 
RAMONITA CRUZ

ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the designated place in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


LARRY H. COLLETON
RESIDENT-AGENT