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TRANSMITTAL LETTER

August 13, 2002

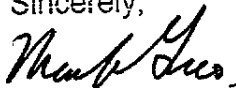
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*****78.75 *****78.75

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

Subject: Rivalry T-Shirts.com, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$78.75. Please file these documents.

Sincerely,



Mark M. Grieco

enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLES OF INCORPORATION
OF
RIVALRY T-SHIRTS.COM, INC

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be Rivalry T-Shirts.com, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 4123 Palm Bay Circle, Unit B, West Palm Beach, FL 33406.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is Shawn Morrissey and the address is 4123 Palm Bay Circle, Unit B, West Palm Beach, FL 33406.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR

The name and address of the person signing these Articles is as follows: Shawn Morrissey and the address is 4123 Palm Bay Circle, Unit B, West Palm Beach, FL 33406.

ARTICLE VI INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is as follows:

Shawn Morrissey 4123 Palm Bay Circle, Unit B, West Palm Beach, FL 33406.

ARTICLE VIII BY-LAWS

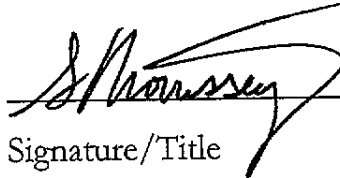
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the

shareholders, and approved at a stockholder's meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned has executed these Articles of Incorporation this 13 day of August, 2002.

 / PRESIDENT
Signature/Title

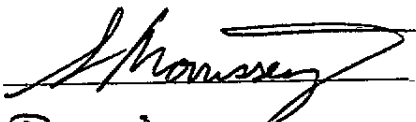
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statutes, the undersigned, 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.

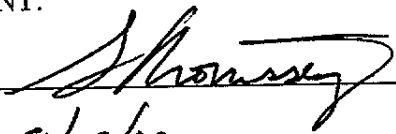
1. The name of the company is: **Rivalry T-Shirts.com, Inc.**
2. The name and address of the registered agent and office is:

SHAWN MORRISSEY

**4123 Palm Bay Circle, Unit B
West Palm Beach, FL 33406.**

Signature 
Title: President
Date: 8/13/02

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 
Date: 8/13/02.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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