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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : PAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SPEED WEAR CORPORATION

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ARTICLES OF INCORPORATION

OF

SPEED WEAR CORPORATION

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt (s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

SPEED WEAR CORPORATION

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4744 N.W. 114th Avenue, Suite 203, Miami, FL 33178

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**ONE THOUSAND SHARES OF COMMON
STOCK AT ONE DOLLAR PER VALUE.**

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ARTICLE IV NATURE OF BUSINESS

The company will dedicate all of the things permitted by law governing corporations as full and to the same extent as natural persons might or could do within or without the continental limits of the United States.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

SERGIO I. MAZZOTTI
4744 N.W. 114th Avenue, Suite 203
Miami, FL 33178

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) executing these Articles of Incorporation is:

CARLOS M. SORIANO
4530 N.W. 79th Avenue, Suite 2-C
Miami, FL 33166

ARTICLE VII OFFICERS & DIRECTORS

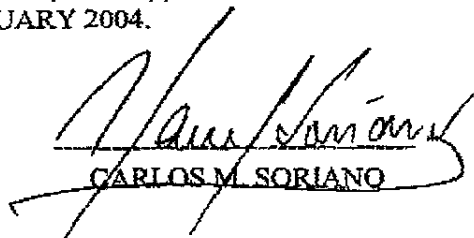
The name(s) and street address(es) of the Board of Director(s) for this corporation is:

CARLOS M. SORIANO (President)
4530 N.W. 79th Avenue, Suite 2-C
Miami, FL 33166

SERGIO I. MAZZOTTI (Vice-President)
4744 N.W. 114th. Avenue, Suite 203
Miami, FL 33178

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The undersigned incorporator (s) has have executed these Articles of Incorporation this
06 DAY OF JANUARY 2004.


CARLOS M. SORIANO

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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 the corporation is: **SPEED WEAR CORPORATION**

2. The name and address of the registered agent and office is:

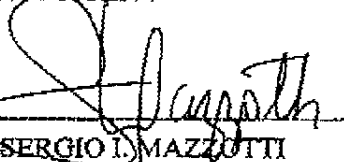
SERGIO L MAZZOTTI
4744 N.W. 114th Avenue, Suite 203
Miami, FL 33178

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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, **SERGIO L MAZZOTTI**

JANUARY 06, 2004
(Date)