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FLORIDA PROFIT CORPORATION OR P.A.

new action athlete, inc.

Certificate of Status	0
Certified Copy	1
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CERTIFICATE OF INCORPORATION
OF
NEW ACTION ATHLETE, INC.

The undersigned subscribers to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is: NEW ACTION ATHLETE, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$1,000.00.

Prepared By:
BW&T Business Advisers, Inc.
9050 Pines Blvd. Ste 450-8
Pembroke Pines FL 33024

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ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

ADDRESS

The initial office address of the principal office of this corporation in the State of Florida is 5528 NW 113 rd Avenue, Miami, FL 33127. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have not less than one director; however, the number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors and the initial corporate officers is:

Officer	Name	Address
President	Alejandro Gotera	5528 NW 113 rd Avenue Miami, FL 33127
Vice President	Nakarid Melean	5528 NW 113 rd Avenue. Miami, FL 33127

*Prepared By:
BW&T Business Advisers, Inc.
9050 Pines Blvd. Ste 450-8
Pembroke Pines FL 33024*

ARTICLE IX

SUBSCRIBERS

The name and post office address of the subscriber of these articles of incorporation, the number of shares of stock that he agrees to take and the value of the consideration therefore is:

Name	Address	Shares	Consideration
Centigrado C.A.	Centro Comercial Lago Mall Local AC - 7 Nivel Avenida Maracaibo Estado Zulia - Venezuela	800	80%
GM Footwear Distributors, Inc	3643 SW 166 th Avenue Miramar, FL 33027	200	20%

ARTICLE X

AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by two thirds of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation made.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

That NEW ACTION ATHLETE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Miami, the County of Miami Dade, State of Florida, hereby designates Alejandro Gotera as registered agent, to accept services within the State. The registered office of the corporation shall be 5528 NW 113 rd Avenue, Miami, FL 33127.

Prepared By:
BW&T Business Advisers, Inc.
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ARTICLE XII

INCORPORATOR

The name and street address of the incorporator is:


NAME

ADDRESS

Alejandro Gotera

5528 NW 113 rd Avenue.
Miami, FL 33127

WITNESS the hand and seal of the incorporator in Broward County, State of Florida,
this 28 day of MAY 2004.

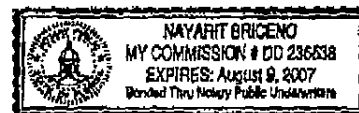

Alejandro Gotera, President

STATE OF FLORIDA)
) S.S.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly
authorized to administer oaths and take acknowledgments, that Alejandro Gotera who is
personally known to me who presented the following identification
_____, and who executed the foregoing instrument and he
acknowledged before me that he executed the same.

WITNESS my hand and seal at, Broward County, Florida this 28th day of
MAY 2004.


Notary Public




My Commission Expires

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That NEW ACTION ATHLETE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Alejandro Gotera, as its Agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated 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.

* 
Alejandro Gotera, President

Date: May 28, 2004

Prepared By:
BW&T Business Advisers, Inc.
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Pembroke Pines FL 33024

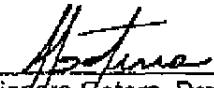
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**CERTIFICATE OF DESIGNATION
REGISTERED OFFICE/REGISTERED AGENT**

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.

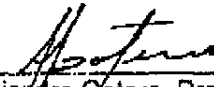
1. The name of the corporation is NEW ACTION ATHLETE, INC.
2. The name and address of the registered agent and office is:

Alejandro Gotera
5528 NW 113 rd Avenue
Miami, FL 33127

* 
Alejandro Gotera, President

Date: 5-28-04

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.

* 
Alejandro Gotera, President

Date: 5-28-04

Prepared By:
BW&T Business Advisers, Inc.
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Pembroke Pines FL 33024

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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