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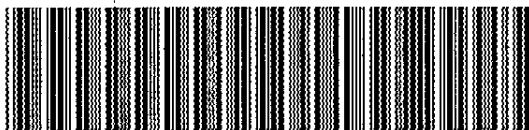
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
8/20/04

**Law Office of
James M. Thomas, Esq. P.A.**

James M. Thomas, Esq. ♦ 2759 State Road 580 ♦ Suite 213 ♦ Clearwater, Florida 33761
Phone: 727.797.8200 ♦ Fax: 727.797.8390 ♦ Email: Thomaslaw@tampabay.rr.com

August 16, 2004

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

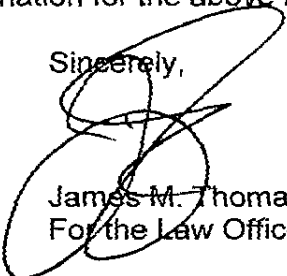
Re: Domestic New Filings

In Re: **JC GEAR SPORTSWEAR AND APPAREL, INC.**

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for **JC GEAR SPORTSWEAR AND APPAREL, INC.** together with a check for \$70.00. This represents the cost of the Filing Fees, and the fee for Registered Agent designation for the above named Corporation.

Sincerely,



James M. Thomas, Esq.
For the Law Office of James M. Thomas, Esq. PA

ARTICLES OF INCORPORATION
of
JC GEAR SPORTSWEAR AND APPAREL, INC.

Article I, Name

The name of the corporation is the **JC GEAR SPORTSWEAR AND APPAREL, INC.** and is formed in compliance with Chapter 607 and/or Chapter 621 Florida Statutes.

Article II, Principal Office

JC GEAR SPORTSWEAR AND APPAREL, INC.'s principal business address is:

2759 State Road 580, Suite 212
Clearwater, Florida 33761

Article III, Duration

This corporation shall exist perpetually.

Article IV, Purpose

This corporation is organized for the purpose of conducting any business permitted under the laws of the State of Florida.

Article V, Shares

This corporation is authorized to issue five million (5,000,000) shares of one (\$1.00) par value common stock.

Article VI, Initial Registered Agent and Office

The initial registered agent and the street address of the initial registered office of this corporation is:

James M. Thomas, Esq.
2759 State Road 580, Suite 213
Clearwater, Florida 33761

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Article VII, Incorporators

The name and address of the persons incorporating **JC GEAR SPORTSWEAR AND APPAREL, INC.** and affixing their signatures hereto as the incorporators are:

James M. Thomas
2759 State Road 580, Suite 213
Clearwater, Florida 33761

Leo Saito
2759 State Road 580, Suite 212
Clearwater, Florida 33761

Article VIII, Directors

The name and address of the initial directors of this corporation are:

Leo Saito, President
2759 State Road 580, Suite 212
Clearwater, Florida 33761

James M. Thomas, Vice President
2759 State Road 580, Suite 213
Clearwater, Florida 33761

Article IX, Indemnification

This corporation shall, to the fullest extent permitted by the provisions of Florida Statutes § 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Article X, Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XI, Bylaws

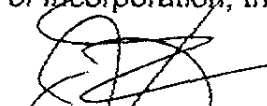
The bylaws may from time to time be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

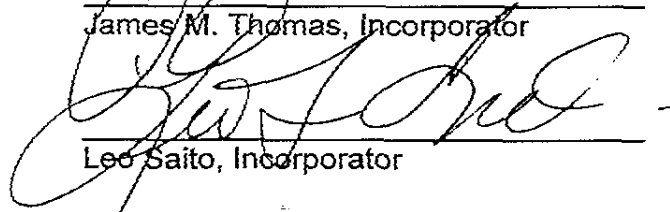
Article XII, Effective Date

Corporate existence shall begin upon the filing of these Articles of Incorporation.

Execution by Incorporators

~~IN WITNESS WHEREOF~~, the undersigned Incorporators have executed these Articles of Incorporation, this 16 day of August 2004.


James M. Thomas, Incorporator


Leo Saito, Incorporator

Appointment of Registered Agent

The undersigned hereby accepts the appointment as Registered Agent. I am familiar with and accept the obligations of a Registered Agent as set forth within Section 607.0505, Florida Statutes.

Dated this 16 day of August 2004.


James M. Thomas, Esq., Registered Agent

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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