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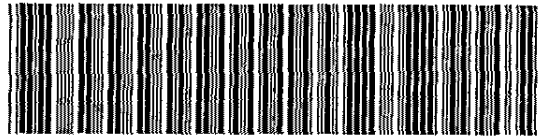
(Business Entity Name)

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GRIECO & SCALERA, P.A.

ATTORNEYS AND COUNSELORS AT LAW

3109 45TH STREET, SUITE 100  
WEST PALM BEACH, FLORIDA 33407

MARK M. GRIECO

D.J. "JACK" SCALERA, III

TELEPHONE (561) 687-0748  
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TRANSMITTAL LETTER

September 15, 2004

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

Subject: Head First Headwear, 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

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ARTICLES OF INCORPORATION  
OF  
HEAD FIRST HEADWEAR, 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 Head First Headwear, 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 Mark M. Grieco, Esq. and the address is 3109 45th Street, West Palm Beach, FL 33407.

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 two (2) directors 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 directors of this Corporation is as follows:

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

Raymond Michael Ellis 1119 Oakwater Dr., Royal Palm Beach, FL 33411

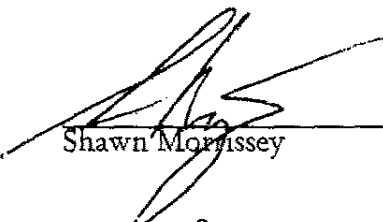
#### ARTICLE VIII BY-LAWS

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 14th day of September, 2004.

  
Shawn Morrissey

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: Head First Headwear, Inc.
2. The name and address of the registered agent and office is:

Mark Grieco  
3109 45th Street  
West Palm Beach, FL 33407

Signature

Title:

Date:

  
Incorporator

9/14/04

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.

Signature

Date:



9-14-04

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