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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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November 29, 2004

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

Dear Department of State:

Enclosed please find original Articles of Incorporation for Outhere Smartwear Inc. together with the requisite \$78.75 filing fee.

Please provide a CERTIFICATE OF STATUS at your soonest convenience to:

Raisanen & Associates Law Firm, Ltd.  
15725 U.S. Highway 12 SW  
Cokato, MN 55321

Sincerely,

A handwritten signature in black ink, appearing to read 'Jukka Jumppanen', with a long horizontal flourish extending to the right.

Jukka Jumppanen  
President of Outhere Smartwear Inc.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**OUTHERE SMARTWEAR INC.**

We, the undersigned, of full age, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 607 and/or Chapter 621, F.S. (Profit), and laws amendatory thereof and supplementary thereto, do hereby associate ourselves as a body corporate and adopt the following Articles of Incorporation.

**ARTICLE I - Corporate Name**

The name of the corporation shall be **Outhere Smartwear Inc.**

**ARTICLE II - Principal Office**

The principal place of business, mailing address, and registered office of this corporation shall be 6 Lakeside Palms Ct. Lake Worth, Florida, 33460.

**ARTICLE III - Purpose**

The business is organized for the purpose of designing, producing, and marketing consumer products direct to the end user.

**ARTICLE IV - Shares**

The total authorized number of shares which the corporation shall have authority to issue is 1,000,000 shares of stock with a par value of \$0.001 per share.

**ARTICLE V - Share transfer restrictions**

The Board of Directors are authorized to establish from among the authorized shares any class or series of stock, and to fix relative rights, transfer restrictions and preferences thereof.

**ARTICLE VI - Incorporator**

The name and address of the Incorporator is:

Jukka Jumppanen, 6 Lakeside Palms Ct., Lake Worth, Florida 33460

**ARTICLE VII - Initial Officers and/or Directors**

The following persons shall serve as officers of the corporation until their successors are duly elected and approved.

President/CEO/Chairman: Jukka Jumppanen, 6 Lakeside Palms Ct., Lake Worth, Florida 33460

Treasurer: Debbie Jumppanen, 6 Lakeside Palms Ct., Lake Worth, Florida 33460

Secretary: Trisha Riutta, 628 N. 4<sup>th</sup> Street, Ishpeming, Michigan 49849

Director: Lorin Riutta, 628 N. 4<sup>th</sup> Street, Ishpeming, Michigan 49849

**ARTICLE VIII - Registered Agent**

The name and address of the registered agent is:

Jukka Jumppanen, 6 Lakeside Palms Ct., Lake Worth, Florida 33460

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

Jukka Raimo  
Signature of Registered Agent JUKKA RAIMO

11.29.2004  
Date

Jukka Raimo  
Signature of Incorporator JUKKA RAIMO

11.29.2004  
Date

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ATTORNEY FOR INCORPORATOR  
GORDON P. RAISANEN  
15725 U.S. HIGHWAY 12 SW  
COKATO, MN 55321  
Ph.: (320) 268-3222  
Fax: (320) 286-2795  
LIC. # 0274021