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05 JUN -7 PM 4:14
STATE OF ALABAMA
TALLAHASSEE

(6/8/05)
5/11

**LAW OFFICES OF
STEVEN M. WEISS, P.A.**

11380 PROSPERITY FARMS ROAD
SUITE 101
PALM BEACH GARDENS, FL 33410

STEVEN M. WEISS

MEMBER OF FLORIDA & NEW JERSEY BARS

TELEPHONE: (561) 630-9777

FAX: (561) 630-9031

email: weisslaw@bellsouth.net

May 27, 2005

Secretary of State
Articles of Incorporation
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Incorporation of Gambino Apparel Group, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) executed copy of the Articles of Incorporation of Gambino Apparel Group, Inc. Also enclosed is our client's check in the amount of \$ 78.75 representing the filing fee for same and the cost of a certified copy of the filed Articles. Please file the enclosed original Articles at your earliest convenience and return the certified copy to me in the self-addressed stamped envelope I have provided herein.

I thank you for your cooperation in this regard. Should you have any questions, please do not hesitate to contact me.

Very truly yours,



STEVEN M. WEISS

smw/slf

enclosures

ARTICLES OF INCORPORATION
OF
GAMBINO APPAREL GROUP, INC.

FILED
05 JUN -7 PM 4:14
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is, GAMBINO APPAREL GROUP, INC., and the address shall be 5970 S.W. 18th Street, Suite 312, Boca Raton, Florida 33433

ARTICLE II - DURATION

This Corporation is to exist perpetually.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation is to engage in any and all business or other lawful activity permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

(1) The maximum number of shares of stock that this Corporation is authorized to issue to have outstanding at any one time is eighty million (80,000,000.00) shares of common stock having a par value of \$.0001 per share, and twenty million (20,000,000.00) shares of preferred stock having a par value of \$.0001 per share.

(2) The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the Incorporators, or by the Directors at a meeting called for such purpose, or at the organizational meeting.

(3) Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services to be fixed by the Directors of the company. Stock in other corporations or ongoing businesses may be purchased by the Corporation in return for the

issuance of its capital stock, and said purchase shall be on such basis and for such considerations and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 11380 Prosperity Farms Road, Suite 101, Palm Beach Gardens, Florida 33410 and the name of the initial registered agent of this corporation at that address is Steven M. Weiss, Esq.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be diminished to less than one (1). The name and address of the initial director of this corporation is:

NAME	ADDRESS
Christopher Gambino	5970 S.W. 18 th Street Suite 312, Boca Raton, Florida 33433

ARTICLE VII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - TERMINATION

The Corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of

the Corporation, be distributed to the Shareholders in proportion to the number of shares of stock in the Corporation which each Shareholder then owns.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is:

NAME	ADDRESS
Christopher Gambino	5970 S.W. 18 th Street Suite 312, Boca Raton, Florida 33433


CHRISTOPHER J. GAMBINO

STATE OF FLORIDA)

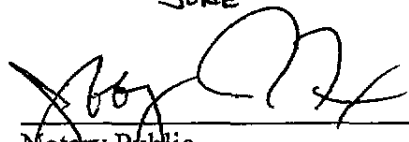
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, this day personally appeared, Christopher J. Gambino who is personally known to me or who has produced FLORIDA DRIVERS LICENSE (type of identification), as identification, who first being duly sworn on oath by me, says: that he has executed the foregoing, and that he signed same for the intent and purposes contained herein.

WITNESS, my hand and official seal this 3rd day of ~~May~~ ^{JUNE} 2005.



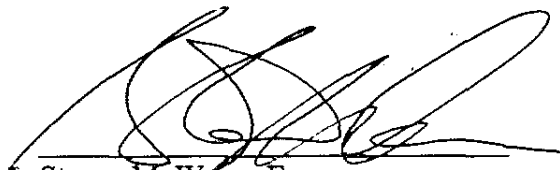
Jeffrey R. Fox
Commission # DD354623
Expires: SEP. 13, 2008
www.AARONNOTARY.com


Notary Public
State of Florida at Large

My Commission Expires: 9/13/2008

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT FOR
GAMBINO APPAREL GROUP, INC.

Having been named registered agent to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation for GAMBINO APPAREL GROUP, INC., Steven M. Weiss, Esq. hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.



Steven M. Weiss, Esq.
Law Offices Of Steven M. Weiss, P.A.
11380 Prosperity Farms Road
Suite 101
Palm Beach Gardens, FL 33410

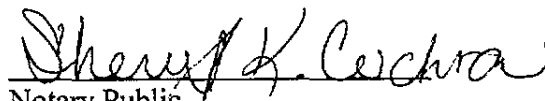
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05 JUN -7 PM 4:14
SOUTH PALM BEACH
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, this day personally appeared, Steven M. Weiss, who is personally known to me who first being duly sworn on oath by me, says: that he has executed the foregoing, and that he signed same for the intent and purposes contained herein.

WITNESS, my hand and official seal this 20th day of May, 2005.


Notary Public
State of Florida at Large



Sheryl K Cochran
My Commission DD158183
Expires October 14, 2008

My Commission Expires: