

(SAMPLE LETTER OF TRANSMITTAL)

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

Re: Noname Gear, Inc., Inc.
(name of corporation)

700001749327
-03/19/96--01085--006
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

M. B. Berge

Matthew B. Berge
(individual's name)

Noname Gear, Inc.
(name of corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAR 18 AM 11:03

FILED

MAILING ADDRESS OF CORPORATION

15 Crossroads #126

Sarasota, FL 34239

PHONE

(941) 954-5010

Area Code

Number

Ext.

ARTICLES OF INCORPORATION

of

Noname' Gear, Inc.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Noname' Gear, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 50,000.000 shares (50M.I.) of No Par Dollar(s) (\$) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME <u>Noname' Gear, Inc.</u>		
ADDRESS <u>15 Crossroads #126</u>		
CITY <u>Sarasota</u>	FLORIDA	ZIP <u>34239</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME <u>Matthew B. Berger</u>		
ADDRESS <u>15 Crossroads #126</u>		
CITY <u>Sarasota</u>	FLORIDA	ZIP <u>34239</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME <u>Matthew B. Berger</u>		
ADDRESS <u>15 Crossroads #126</u>		
CITY <u>Sarasota</u>	STATE <u>FL</u>	ZIP <u>34239</u>
NAME <u>Kamara J. Georgi</u>		
ADDRESS <u>2216 Bahia Vista Sr. #H2</u>		
CITY <u>Sarasota</u>	STATE <u>FL</u>	ZIP <u>34239</u>
NAME <u> </u>		
ADDRESS <u> </u>		
CITY <u> </u>	STATE <u> </u>	ZIP <u> </u>

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TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Matthew B. Berger		
ADDRESS	15 Crossroads #126		
CITY	STATE	ZIP	
Sarasota	FL	34239	
NAME	Kamara J. Georgi		
ADDRESS	2216 Bahia Vista St. #112		
CITY	STATE	ZIP	
Sarasota	FL	34239	
NAME			
ADDRESS			
CITY	STATE	ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 15th day of March, 1996.

(Seal)

(Seal)

(Seal)

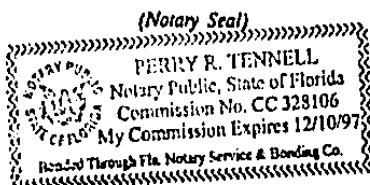
STATE OF FLORIDA)
COUNTY OF SARASOTA) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

MATTHEW B. BERGER
KAMARA J. GEORGI

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that BOTH executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 15th day of MARCH, 1996



(Notary Public, State of Florida at Large)

My Commission expires: 12/10/97

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

NoName' Gear, Inc.
(name of corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 15 Crossroads #1126

Sarasota, FL 34239

has named Matthew B. Berger

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

[Signature]
(registered agent)