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FLORIDA DIVISION OF CORPORATIONS

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FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

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STATE OF FLORIDA

409 EAST BAINES STREET

MIAMI FL 33136-2890- 0

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CHEER GEAR, INC.

FAX AUDIT NUMBER: H96000011355

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## ARTICLES OF INCORPORATION

of CHEER GEAR, INC.a ~~CORPORATION FOR PROFIT~~ formed under the Florida General Corporation Act.

Article 1: Name of the Corporation: CHEER GEAR, INC.  
 Address of the Corporation: 1865 BRICKELL AVENUE Suite A1204  
MIAMI, FLORIDA 33129

Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100.  
 PAR VALUE none (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:  
1450 MADRUGA AVENUE, Suite 210, CORAL GABLES, FLORIDA 33146  
 and the name of the initial registered agent at such address is MICHAEL R. KIRBY

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Michael R. Kirby  
 Signature of Registered Agent  
 MICHAEL R. KIRBY

8/12/96  
 Date

Article 6: The board of directors are as follows:

The name and address of the initial Director: (All persons listed after the first are additional directors)

1. ESTHER M. KIRBY  
1865 BRICKELL AVENUE Suite A 1204  
MIAMI, FLORIDA 33129

Article 7: The Name and address of the incorporator is:

ESTHER M. KIRBY  
1865 BRICKELL AVENUE Suite A 1204  
MIAMI, FLORIDA 33129

In witness whereof I have subscribed my name

Esther M. Kirby  
 Signature of Incorporator

ESTHER M. KIRBY

H96-11355  
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 54 NW 11th Street  
 Miami, FL 33136  
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