

Law Offices
MARTIN S. SAXON

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JANUARY 7, 1997

SECRETARY OF STATE
DIVISION OF CORPORATION
THE CAPITAL
TALLAHASSEE, FLORIDA 32304

Dear Sirs:

RE: SOUTH BEACH GEAR, INC.

500002054295--2
-01/10/97--01085--001
****122.50 ****122.50

Enclosed please find an original and one copy of the Articles of Incorporation for the above, along with Check No# 3895 in the amount of \$122.50 to cover the costs.

Please return the certified copy of the Articles to my office.

Very truly yours,

Martin S. Saxon
MARTIN S. SAXON

MSS/bc

1/14

ARTICLES OF INCORPORATION

OF

SOUTH BEACH GEAR, INC.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

SOUTH BEACH GEAR, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue a maximum of 1,000.00 Shares of Stock. The shares of stock authorized shall be Common Stock having a par value of One Dollar \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent for the purpose of complying with Florida law shall be MARTIN S. SAXON
542 N.W. 12th Avenue
MIAMI, FLORIDA 33136
and the principal post office address of the corporation shall be:

1521 ALTON ROAD
SUITE 128
MIAMI BEACH, FLORIDA 33139

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ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

BOARD OF DIRECTORS

The number of the Board of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII

The name and post address of each member of the First Board of Directors:

NAME

ADDRESS

ALLEN^L STOUT

1521 ALTON ROAD
SUITE 128
MIAMI BEACH, FLORIDA 33139

ARACELY P. UMPIERRES

420 E. 59th STREET
HIALEAH, FLORIDA

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII
INCORPORATORS

The name and post office address of the incorporator executing these Articles of Incorporation is as follows:

NAME

ADDRESS

^{L.}
ALLEN STOUT

1521 ALTON ROAD

ARACELY P. UMPIERRES

SUITE 128

MIAMI BEACH, FLORIDA 33139

420 E. 59th STREET


HIALEAH, FLORIDA

ARTICLE IX

COMMENCEMENT DATE

The effective date of this corporation shall be the date of the execution of subscribers herein.

THE UNDERSIGNED Incorporator, (s) ^{L.}ALLEN STOUT, ARACELY P. UMPIERRES for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


ALLEN^{L.} STOUT


ARACELY P. UMPIERRES

STATE OF FLORIDA)
 SS
COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, Notary Public

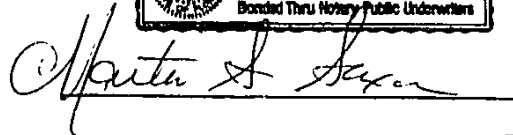
duly authorized in the State and County named above to take acknowledgments, personally appeared, ALLEN L. STOUT, ARACELY P. to me known to be the person described as ^{UMPIERRES} Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this 7th day of JANUARY, 19 97.


NOTARY PUBLIC
MARIA LUISA SIMON

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION.





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SAXON
CIVIL
STATE