

ROBERT NIRENBERG  
1414 Coolidge Street  
Hollywood, Florida 33020

June 12, 1997

State of Florida  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Dear Sirs:

Please find enclosed a check for \$122.50 to cover the filing fee, registration fee and certified copy fee for the registration of Gear to Go, Inc. Also find enclosed the Articles of Incorporation.

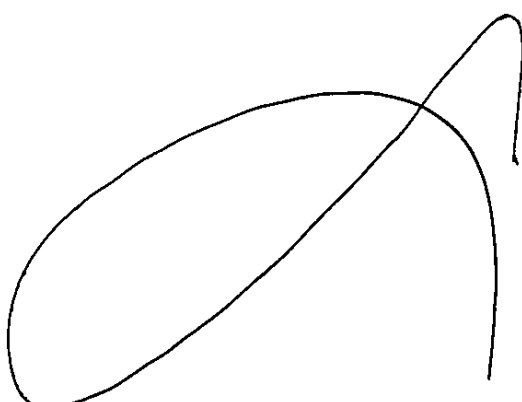
If you need any more information, please contact me at (954) 929-7117.

Sincerely,



Robert Nirenberg

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FILED  
97 MAR 10 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**Gear To Go, Inc.**

**FILED**  
**97 MAR 10 AM 8:45**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

We, the undersigned, hereby associate together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

**ARTICLE I**

The name of the Corporation shall be: Gear To Go, Inc.

Its business shall be carried out at Broward County, Florida, or at such other points or places in the State of Florida, the United States or foreign countries as may, from time to time, be authorized by the Board of Directors.

**ARTICLE II**

The general nature of the business or businesses to be transacted by the Corporation is as follows:

The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes Section 607 et Seq.

**ARTICLE III**

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be Five Hundred (500) shares of Common Stock at One (\$1.00) Dollar par value. All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, 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.

**ARTICLE IV**

This Corporation shall begin business with a capital of Five Hundred (\$500.00) Dollars and the undersigned incorporators do hereby state that there has already been paid into the Corporation on behalf of the subscribers set forth herein the sum of Five Hundred (\$500.00) Dollars.

#### ARTICLE V

This Corporation shall exist perpetually.

#### ARTICLE VI

The principal place of business of this Corporation shall be located at 1414 Coolidge Street, Hollywood, Florida in Broward County, Florida, and may have such other places of business, both within and without the State of Florida and in foreign countries, as may be necessary and convenient.

#### ARTICLE VII

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the By-laws of this Corporation. Directors need not be stockholders.

#### ARTICLE VIII

The names and post office addresses of the first two (2) Board of Directors of this Corporation, who shall hold office until the organization meeting of this Corporation, and until their successors are elected and have qualified are:

Robert S. Nirenberg  
1414 Coolidge Street  
Hollywood, Fl. 33020

Cathy L. Nirenberg  
1414 Coolidge Street  
Hollywood, Fl. 33020

#### ARTICLE IX

The offices to be held by the above named Directors are as follows:

Robert S. Nirenberg, President, Secretary and Treasurer

Cathy L. Nirenberg, Vice-President

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

NAME	ADDRESS	SHARES	VALUE
Robert S. Nirenberg	1414 Coolidge Street Hollywood, Fl. 33020	250	\$250.00
Cathy L. Nirenberg	1414 Coolidge Street Hollywood, Fl. 33020	250	\$250.00

ARTICLE X

The name and address of the initial registered agent is:

ROBERT S. NIRENBERG, 1414 Coolidge Street, Hollywood, FL. 33020

ARTICLE XI

The provisions of this Charter, and each and every article and section hereof, and the Bylaws of this Corporation shall be considered a part of every contract and the transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charted with notice and knowledge of this Corporation.

ARTICLE XII

The commencement of Corporate existence shall be upon filing these Articles with the Secretary of State.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 25 day of FEBRUARY 1997.

 (SEAL)  
Robert S. Nirenberg

 (SEAL)  
Cathy L. Nirenberg

STATE OF FLORIDA )

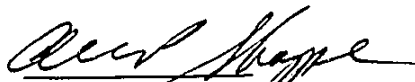
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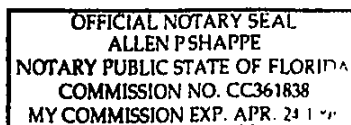
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared Robert S. Nirenberg and Cathy L. Nirenberg to me well known to be the persons described in and who executed and subscribed the foregoing Articles of Incorporation and they acknowledged, before me, that they executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at Hollywood, Broward County,  
this 25 day of Feb, 1997.

My Commission Expires:

  
Notary Public



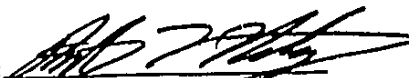
**CERTIFICATE DESIGNATING REGISTERED AGENT UPON  
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE.**

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted, in compliance with said Act:

First, that Gear To Go, Inc., a Florida corporation qualified to do business under the laws of this State, with its principal office at Broward County, Florida, has appointed Robert S. Nirenberg, 1414 Coolidge Street, Hollywood, Florida 33020, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:

  
Robert S. Nirenberg, Registered Agent

FILED  
97 MAR 10 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA