

P 97000030862
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000002131310--1
-04/02/97--01065--002
*****78.75 *****78.75

SUBJECT: FIRSTGEAR CORPORATION
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: D.K. Neary
Name (Printed or typed)
2451 Brickell Avenue
Address
Miami, FL 33129
City, State & Zip
(305) 874-6720
Daytime Telephone number

FILED
97 APR -4 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials and signature

NOTE: Please provide the original and one copy of the articles.

MAILING ADDRESS
2451 BRICKELL AVENUE
SUITE 8-S
MIAMI, FL 33129
~~(305) 851-1181~~ FAX (305) 285-0223
(305) 874-6720



MANUFACTURERS
PRIVATE LABEL
AMERICAN EAGLE
NATIVE AMERICAN

March 28, 1997

To: Div of Corporations
From: D.K. Neary

SUBS: ARTICLES OF DISSOLUTION
ARTICLES OF INCORPORATION

- ① "Apparel America" Corp. recently changed its name to "Firstgear" Corp.
- ② I have elected to close "Apparel America" Corp. AND open
A New Corporation "Firstgear" (see attached change of name)
- ③ NO INTENTIONS OF REVERSING THE "ARTICLES OF DISSOLUTION"
FOR ~~Firstgear Corporation~~ AND I THEREFORE RELEASE THE
NAME "FIRSTGEAR" TO THE NEW CORPORATION BEING
INCORPORATED UNDER THE ATTACHED ARTICLES OF INCORPORATION.


As President

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Firstgear Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

of D.K. NEARY
Firstgear Corporation
2451 Brickell Avenue
Miami, FL 33129

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

DONALD K. NEARY
Firstgear Corporation
2451 Brickell Avenue
Miami, FL 33129

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ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

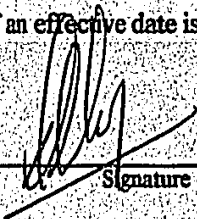
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

D.K. NEARY - Pres, DIR,
2451 Brickell Avenue
Miami, FL 33129

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

26 day of MARCH, 19 97

(An additional article must be added if an effective date is requested.)



Signature President/Director

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is FIRSTGEAR Corporation

2. The name and address of the registered agent and office is:

D. K. Neary
(NAME)

2451 Bickell Ave
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, FL 33129
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

3/26/97
(DATE)