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Lawrence John Miano, P.A.

Attorney & Counsellor at Law

110 TOWER-SUITE 1830
110 SOUTHEAST 6th STREET
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE: (954) 463-3685

MEMBER
FLORIDA, NEW YORK
& WASHINGTON, D.C.
BAR ASSOCIATIONS

June 13, 1997

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

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RE: AEROHEAD INTERNATIONAL, INC.

Dear Sir/Madam:

Enclosed please find the following:

1. Original Articles of Incorporation for AEROHEAD INTERNATIONAL, INC.
2. Original Designation and Acceptance of Registered Agent.
3. Copy of the Articles of Incorporation and the Designation and Acceptance of Registered Agent.
4. Check in the amount of \$122.50, representing the costs for filing the Articles of Incorporation and Designation and Acceptance of Registered Agent.

Please return the copy of the Articles and Designation stamped with the filing date and time.

Thank you for your prompt attention with regard to this matter.

Very truly yours,

Lawrence J Miano

LAWRENCE JOHN MIANO, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 18, 1997

LAWRENCE JOHN MIANO, P.A.
110 TOWER - SUITE 1630
110 SOUTHEAST 6TH STREET
FORT LAUDERDALE, FL 33301

SUBJECT: AEROHEAD INTERNATIONAL, INC.
Ref. Number: W97000014283

We have received your document for AEROHEAD INTERNATIONAL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 997A00032567

Lawrence John Miano, P.A.

Attorney & Counsellor at Law

110 TOWER SUITE 1630
110 SOUTHEAST 8th STREET
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE: (954) 483-3685

MEMBER
FLORIDA, NEW YORK
& WASHINGTON, D.C.
BAR ASSOCIATIONS

July 1, 1997

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

ATTN: Doris McDuffy
New Filings Section

Re: Aerohead International, Inc.
Ref. Number W97000014283

Dear Ms. McDuffy:

I understand there is a corporation known as Arrowhead International, Inc.; however, we feel that our name is different, Aerohead International, Inc. and we still want the name.

Enclosed are the Articles of Incorporation for Aerohead International, Inc. The filing fee check in the amount of \$122.50 was retained by your office. Please file this corporation as soon as possible.

Please do not hesitate to contact my office should you have any questions or need anything further. Hoping all is well with you and yours, I remain

Very truly yours,


Lawrence J. Miano

ARTICLES OF INCORPORATION
OF
AEROHEAD INTERNATIONAL, INC.

FILED

97 JUL -2 AM 9:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation is AEROHEAD INTERNATIONAL, INC.

ARTICLE II

This corporation may engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each share having the par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which this corporation shall begin business is \$1,000.00.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of this corporation is:

110 S.E. 6th Street, Suite 1630
Fort Lauderdale, FL 33301

ARTICLE VII

The corporation shall have THREE director(s) initially, whose

names and street addresses are as follows:

Lawrence J. Miano - 110 S.E 6th Street, #1630
Fort Lauderdale, FL 33301

Jacques L. Cote - 5606 N.W. 47th Lane
Tamarac, FL 33319

Sal Petro - 5150 W. Copans Road, Suite 1207
Margate, FL 33063

ARTICLE VIII

The names and street addresses of the subscribers to these
Articles of Incorporation are as follows:

Lawrence J. Miano - 110 S.E 6th Street, #1630
Fort Lauderdale, FL 33301

Jacques L. Cote - 5606 N.W. 47th Lane
Tamarac, FL 33319

Sal Petro - 5150 W. Copans Road, Suite 1207
Margate, FL 33063

ARTICLE IX

The name and address of the Registered Agent of this
corporation is as follows:

Lawrence John Miano, P.A.
110 Tower - Suite 1630
110 S.E. 6th Street
Ft. Lauderdale, Florida 33301

IN WITNESS WHEREOF, we have hereunto set our hands and
seals, acknowledged and filed the foregoing Articles of
Incorporation under the laws of the State of Florida, this 13th
day of June, 1997.

JACQUES L. COTE

SAL PETRO

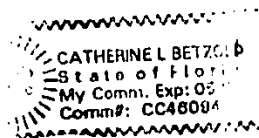
LAWRENCE J. MIANO

STATE OF FLORIDA)
) §
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County aforementioned, personally appeared JACQUES L. COTE, LAWRENCE J. MIANO and SAL PETRO, to me known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid this 13th day of JUNE, 1997.

My Commission Expires:



Catherine L. Betzoldt
Notary Public, State of Florida
CATHERINE L. BETZOLDT
(Print Name of Notary Public)

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Florida Statute §607.0501, 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:

The name of the corporation is: AEROHEAD INTERNATIONAL, INC.

The name of the Registered Agent is:

LAWRENCE JOHN MIANO, P.A.

The address of the Registered Agent/registered office is:

110 Tower- Suite 1630
110 S.E. 6th Street
Fort Lauderdale, FL 33316

ACCEPTANCE

Having been named as Registered Agent and designated accept service of process for the above corporation, I hereby accept this 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.



LAWRENCE JOHN MIANO, P.A.
Registered Agent for AEROHEAD
INTERNATIONAL, INC.