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November 13, 1997

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Florida Department of State
ATT: DORIS BROWN
Division of Corporations
New Filings Department
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 17 PM 1:05

Re: Vertigo Sports Corporation


Dear Ms. Brown:

Enclosed please find original Articles of Incorporation in regard to the above referenced. We previously submitted Articles of Incorporation under the name of Pacific Air, Inc. and would like to substitute the enclosed Articles for the previously submitted Pacific Air, Inc. Articles. I understand from our telephone conversation earlier today that you have not filed the Pacific Air, Inc. Articles and are holding those Articles and the check in the amount of \$122.50 for the filing of Articles of Incorporation, Certified copy of same, and Designation of Registered Agent.

Please file the enclosed Articles of Incorporation in regard to Vertigo Sports Corporation and return in the envelope provided the Articles of Incorporation for Pacific Air, Inc. Please apply the check for \$122.50 for the filing of Vertigo Sports Corporation's Articles of Incorporation, Certified copy of same, and Designation of Registered Agent.

Should you have any questions, please do not hesitate to contact the undersigned at the above address and telephone number.

Very truly yours,


Marilyn Plantada
Secretary to Gerald W. Moore

/mp
Encl.
c:/tb/Gwm

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ARTICLES OF INCORPORATION

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: The name of this corporation is:

VERTIGO SPORTS CORPORATION

ARTICLE II: The principal office and mailing address of the corporation shall be: 20233 N.E. 15 COURT, NORTH MIAMI BEACH, FL 33179.

ARTICLE III: This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE IV: The corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.

ARTICLE V: The name of the initial registered agent, and the street address of the initial registered office, of the corporation are: Gerald W. Moore, Esq., 700 N.E. 90 Street, Suite B, Miami, Florida 33138.

ARTICLE VI: The number of directors may be increased or decreased from time to time as provided in the by-laws of the corporation. The name and address of the initial director of the corporation is: NADAV DROR, 20233 N.E. 15 COURT, NORTH MIAMI BEACH, FL 33179.

ARTICLE VII: The name and address of the Incorporator of the corporation is: Gerald W. Moore, 700 N.E. 90 Street, Suite B, Miami, FL 33138.

ARTICLE VIII: The corporation shall indemnify its officers, directors, employees and agents to the fullest extent permitted by law.

ARTICLE IX: The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12 day of NOVEMBER, 1997.

Gerald W. Moore

Gerald W. Moore, Incorporator

STATE OF FLORIDA)
 :
COUNTY OF DADE)

Before me, notary public authorized to take acknowledgments in the State and County seat above, personally appeared Gerald W. Moore, personally known to me and who did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12 day of NOVEMBER, 1997.

My commission expires:



MARILYN PLANTADA
MY COMMISSION # 00482649 EXPIRES
AUGUST 17, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

Mich. Allen

Notary Public
State of Florida



MARILYN PLANTADA
MY COMMISSION # 00482649 EXPIRES
AUGUST 17, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

Gerald W. Moore

Gerald W. Moore

c/tb/pacific

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