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PLEASE REPLY TO:
P. O. BOX 941030
MAITLAND, FLORIDA 32794-1030

April 1, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

RE: Incorporation - Articles

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-04/03/98-01069-016
****122.50 ****122.50

Dear Sir:

Enclosed for filing are original of Articles of Incorporation for the following corporation:

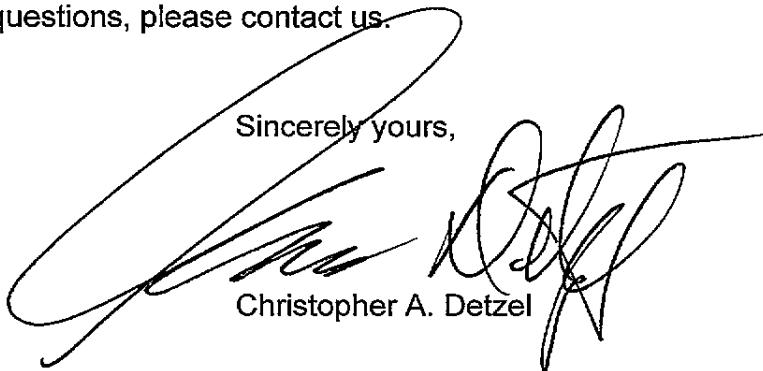
BRONZE AUSSIE, INC.

We are requesting you expedite processing and filing the enclosed articles in accordance with Section 607.0203 Fla. Stat. Please note, corporation existence commences on filing.

We enclose a copy of the Articles for you to stamp and return along with the proper certificate for a certified copy of the Articles. We enclose our firm check #2914 in the amount of \$122.50 for filing fees, certified copy and registered agent designation. Please return these documents in the self-addressed mail package.

If you have any questions, please contact us.

Sincerely yours,



Christopher A. Detzel

98 APR -3 PM 1:06
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CAD:jp

Handwritten signature/initials

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ARTICLES OF INCORPORATION
OF
BRONZE AUSSIE, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, a natural person competent to contract, hereby forms a corporation for profit under the General Business Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is BRONZE AUSSIE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be: 3320 Clay Avenue, Apt. #26, Orlando, FL 32804 and the mailing address shall be: 3320 Clay Avenue, Apt. #26, Orlando, FL 32804.

ARTICLE III - DURATION

This Corporation shall have perpetual existence, commencing on the date of filing of these Articles.

ARTICLE IV - GENERAL PURPOSE AND BUSINESS

This Corporation is organized to conduct and may engage in any and all lawful business authorized or not prohibited under the laws of the United States and Chapter 607 of the Florida Statutes, as the same are amended from time to time. This shall specifically include, but not be limited to: retail and wholesale sales, marketing and distribution of various products, including clothing and other apparel containing or reflecting a "Bronze Aussie" logo or trademark, as well as sales and marketing of other general or related products as determined appropriate by the Corporation.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue and have outstanding at any one time ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share, designated as "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The names and address of the initial registered office and registered agent of the Corporation are: CHRISTOPHER A. DETZEL, ESQUIRE, 540 E. Horatio Avenue, Suite 202, Maitland, Florida 32751.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial number of Directors of this Corporation shall be two (2) directors. The number of Directors may be increased or reduced from time to time according to the Bylaws but shall never be less than one (1). The names and addresses of the initial Director(s) are:

<u>Name</u>	<u>Address</u>
Gary Boldrey	3320 Clay Avenue, Apt. #26 Orlando, FL 32804
Dennis Dodd	5080 Lake Howell Road Winter Park, FL 32792

Directors may be removed from office as provided in the Bylaws.

ARTICLE VIII - OFFICERS

The bylaws of the Corporation shall provide for certain officers and the duties of all officers and prescribe the time and manner of their election.

ARTICLE IX - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors, as provided in the Bylaws.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
Gary Boldrey	3320 Clay Avenue, Apt. #26 Orlando, FL 32804

ARTICLE XI- INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida, this Corporation shall have the following powers to the extent not inconsistent with or prohibited by Chapter 475, Florida Statutes:

A. To enter into, or become a partner in, any arrangement for sharing profits, joint venture or otherwise, with any person, firm or corporation to carry on any business which this Corporation has the direct or incidental authority to pursue, including agreements with manufacturers, or distributors of clothing, wearing apparel or other related products.

B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any shares owned and

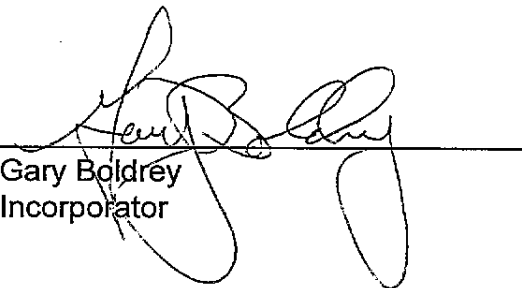
held by a shareholder who dies; provided, however the capital of the Corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

ARTICLE XIII- AMENDMENT

The Corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

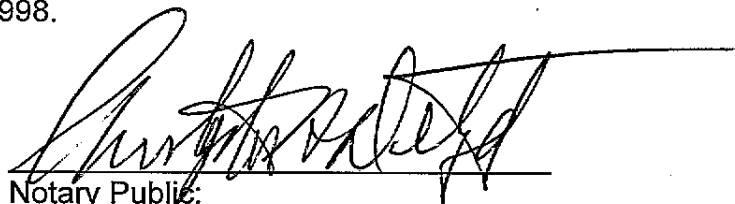
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of March, 1998.



Gary Boldrey
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared GARY BOLDREY who is personally known to me or who produced _____ as identification and did not take an oath and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said instrument for the purposes therein expressed. Witnesseth my hand and official seal this 2^d day of March, 1998.



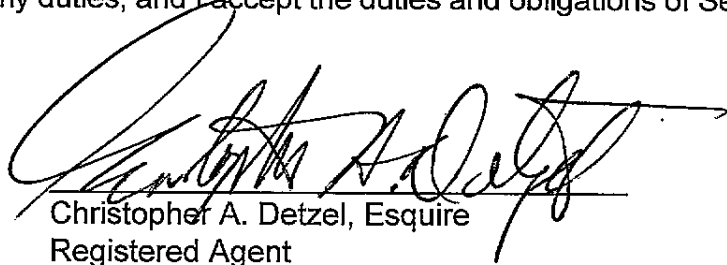
Notary Public: _____
Commission No.: _____
My commission expires: _____



Christopher A. Detzel
MY COMMISSION # CC691781 EXPIRES
October 27, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

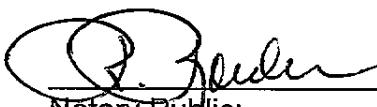
ACCEPTANCE BY REGISTERED AGENT

Having been named above as registered agent for the above referenced corporation, at the place designated in the Articles of Incorporation above, I hereby accept the appointment to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Fla. Stat.


Christopher A. Detzel, Esquire
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 2nd day of April, 1998 by CHRISTOPHER A. DETZEL, ESQUIRE who is personally known to me and who did not take an oath.


Notary Public: _____
Commission No.: _____
My commission expires: _____



FILED
98 APR -3 PM 1:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA