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CORPORATION N	AME(S) & DOCUMENT N	UMBER(S), (if known):
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NEW FILINGS	AMENDMENTS	The state of the s
Profit	Amendment	
NonProfit	Resignation of R.A., Officer/	Director
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Fictitious Name	Limited Partnership	
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Examiner's Initials

ARTICLES OF INCORPORATION

OF

3RD GEAR INCORPORATED

ARTICLE I NAME

The name of the corporation is: 3RD Gear Incorporated

ARTICLE II DURATION

This corporation may shall exist perpetually.

ARTICLE III PURPOSE

This corporation may engage in, or transact, any or all lawful activities or businesses permitted under the laws of the United States, the state of Florida, or any other State, Country, Territory or Nation.

ARTICLE IV CAPITOL STOCK

This corporation is authorized to issue Five Thousand (5000) shares of of One Dollar (\$1.00) per value common stock which shall be designated "Common Share".

ARTICLE V PRE EMPETIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share there of (as nearly as may be done without the issuance of fractional Shares) at the price which it is offered to others.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this incorporation is: 3349 US HWY 92 East Lakeland Fl. 33801 and the name of the initial registered agent of this corporation at that address is: Randy Maya, 3349 US HWY 92 East Lakeland Fl. 33801.

ARTICLE VII INCORPORATOR

The name and the address of the persons signing these ARTICLE of INCORPORATION is: Randy Maya 3349 US HWY 92 East Lakeland F1. 33801.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

This corporation shall have on (1) Director innitially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The name and address of the Initial Director is: Randy Maya

3349 US HWY 92E Lakeland Fl. 33801

ARTICLE IX INITIAL OFFICERS

The name and address of the initial officers shall be:

PRESIDENT: Address:

Randy Maya 3349 US HWY 92E Lakeland Fl. 33801 98 MAY 13 AM 11:28
SECRETARISHED STATES

ARTICLE X BY LAWS

This corporation reserves the right to amend or repeal any provision contained in theses ARTICLES OF INCORPORATION or any amendment hereto and bylaws of the corporation when adpoted, and the right conferred upon the shreholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 13th day of January, A.D. 1998

Randy Maya: President

STATE OF FLORIDA

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, Randy Maya who after first being duly sworn by me, deposes and states to me that he is the person named in the above foregoing "Articles of Incorporation" and that they have read over carefully, completely, and thoroughly, and that to the best of the affiant's knowledge, information and belief, all of the matters, facts and statements set fourth therein are all true, accurate and correct.

Randy Maya

Sworn and subscribed to before me this 13th day of January, A.D. 1998

Notary, Public State of Florida



STATE OF FLORIDA DEPARTMENT OF STATE

CERTIFICATE DEIGNATING PLACE OF BUSINESS OF DOMILLE FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

The following is submitted in compliance with section 48.091, Florida Statutes.

3RD Gear Incorporated a corporation organized under the laws of the State of Florida with it's principal office at: 3349 US HWY 92 EAST Lakeland FL. 33801, as it's Agent to accept service of process within the State.

3RD GFAR/INCORPORATEI

BY:

Randy Maya, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the designated place in this certificate, Thereby agree to act in this capacity, and I further agree to comply with the provisions of all the statues relative to the proper and complete performance of my duties.

Randy Maya, Resident Agent

98 MAY 13 AM 11:28
SECRULARY OF STATE