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GOOS.COM, INC.
12267 COBBLEFIELD CR N
JACKSONVILLE, FL 32224

May 11, 1999

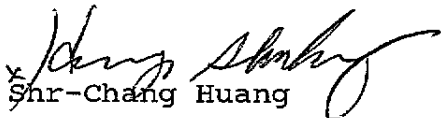
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: GOOS.COM, INC.

Enclosed please find the original and one copy of Articles of Incorporation of GOOS.COM, INC. Also enclosed is our check in the amount of \$122.50 which includes the Filing Fee of \$35.00, Registered Agent fee of \$35.00 and certified copy of Articles of Incorporation, \$52.50.

Please make the effective date of this corporation May 17, 1999.

Yours truly,


Shr-Chang Huang

Encls.

rb

FILED
1999 MAY 14 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GOOS.COM, INC.

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 GOOS.COM, INC.

ARTICLE II PRINCIPAL OFFICE

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

12267 COBBLEFIELD CR N
JACKSONVILLE, FL 32224

ARTICLE III EFFECTIVE DATE

The effective date of this corporation shall be May 17, 1999.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares. The shareholders are authorized to issue "Section 1244" stock as defined by Section 1244 of the Internal Revenue Code.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

SHR-CHANG HUANG
12267 COBBLEFIELD CR N
JACKSONVILLE, FL 32224

ARTICLE VI INCORPORATOR(S)

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

SHR-CHANG HUANG
12267 COBBLEFIELD CR N
JACKSONVILLE, FL 32224

ARTICLE VII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII PURPOSE

The purpose of this corporation is to carry on any legal activity.

The undersigned has(have) executed these Articles of Incorporation this 17th day of May, 1999.

x Shr-Chang Huang / President
Signature/Title

Signature/Title

Signature/Tile

CERTIFICATE OF DESIGNATION
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/agent in the state of Florida.

1. The name of the corporation is: GOOS.COM, INC.
2. The name and address of the registered agent and office is:
SHR-CHANG HUANG
12267 COBBLEFIELD CR N
JACKSONVILLE, FL 32224

SIGNATURE

TITLE

DATE

Shr-Chang Huang
x President
x 05/12/99

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

DATE

Shr-Chang Huang
x 05/12/99

FILED
1999 MAY 14 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA