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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.**bandgear.com, inc.**

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
BANDGEAR.COM, INC.

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DIVISION OF CORPORATIONS

ARTICLE I - NAME

The name of this corporation is **BANDGEAR.COM, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: **16400 NW 2 AVENUE #200 NORTH MIAMI BEACH, FLORIDA 33169.**

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue **100** shares of **\$1.00** par value common stock which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **16400 NW 2 AVENUE #200 NORTH MIAMI BEACH, FLORIDA 33169** and the name of the initial registered agent of this corporation at that address is **DAVID WELCH.**

Prepared by:

Kim Marks CPA PA
11900 Biscayne Blvd #290
North Miami FL 33181

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ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME ADDRESS

DAVID WELCH

**16400 NW 2 AVENUE #200
NORTH MIAMI BEACH FLORIDA 33169**

ARTICLE VIII - Officers

The name and title of each officers is:

**DAVID WELCH
DANA WELCH**

**President
Vice President
Secretary
Treasurer**

ARTICLE VIII - AMENDMENT

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


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this August 2, 1999.


Signature/Title

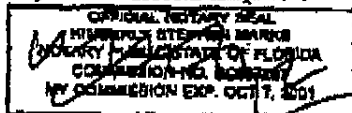
**STATE OF FLORIDA
COUNTY OF DADE**

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **DAVID WELCH**, the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this August 2, 1999.


Notary Public, State of Florida at Large

My commission Expires:



FLORIDA
COMMISSION # CG 710484
EXPIRES JAN 25, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-THAT BANDGEAR.COM, INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF NORTH MIAMI BEACH, STATE OF FLORIDA 33169, HAS NAMED DAVID WELCH, LOCATED AT 16400 NW 2 AVENUE #280, STATE OF FLORIDA 33169, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

X SIGNATURE [Signature]
(Corporate Officer)

TITLE [Signature]

DATE 8/2/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

X SIGNATURE [Signature]
(Resident Agent)

DATE 8/2/99

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