

P99000097259  
ANTHONY J. GREZIK  
Attorney & Counselor at Law

POST OFFICE BOX 32126 • DAYTONA BEACH, FLORIDA 32126 • 904/255-6223 FAX 904/255-6224 RMX  
263200 32126

October 14, 1999

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

900003033819--9  
-11/03/99-01049-018  
\*\*\*\*\*89.50 \*\*\*\*\*89.50

EFFECTIVE DATE  
11-1-99

Re: HEAD GEAR USA INC., a Florida Corporation

Ladies and Gentlemen:

We are filing the Articles of Incorporation for Head Gear, Inc.

Enclosed is a check in the sum of \$89.50 to cover the following:

1. Corporate filing fee. . . . .	\$35.00
2. Resident Agent Designation and Acceptance. . . . .	35.00
3. Two Certified Copies of the Articles of Incorporation @ \$8.75 for 8 pages plus \$1.00 for page 9 . . . . .	19.50
Total fees . . . . .	\$89.50

Please forward the Certified Copies to the undersigned at  
P.O. Box 263200, Daytona Beach, FL 32126.

Your cooperation is appreciated.

Sincerely yours,

*Anthony J. Grezik*

Anthony J. Grezik

AJG:re  
Enclosures

cc: Messrs. Cirelli and Galluzzi

Anthony J. Grezik GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Art. I  
DATE 11-4-99  
DOC. EXAM WC

FILED  
99 NOV -3 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11-4  
WC

ARTICLES OF INCORPORATION  
OF

HEAD GEAR USA INC.

**EFFECTIVE DATE**  
11-1-99

FILED  
99 NOV -3 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of creating a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

HEAD GEAR USA INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws and regulations of the United States and permitted under the laws and regulations of the State of Florida or any other jurisdiction involved.

A. The general nature of the business and the object and purpose proposed to be transacted and carried on are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, and to engage in every aspect and phase of the business of acquiring by purchase, lease or otherwise lands and interests in lands; to own, hold, improve and develop and manage any lands so acquired; and for the purpose of renting,

leasing and letting such lands, whether improved or unimproved, and for the conduct of any lawful business, trade or occupation, and including specifically the retail and wholesale of head gear, helmets including related merchandise.

B. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies as may be allowed and permitted under the laws and regulations of the jurisdiction involved.

C. To buy, sell, lease, mortgage and exchange any and all real and personal property which may be necessary, advantageous or proper in the conduct of said business or businesses; to exercise generally such powers as may be incident to or convenient for the purpose and business of the corporation; and to have and enjoy all the rights and privileges of corporations for profit under laws of the State of Florida, it being expressly provided that the foregoing enumerated powers shall not be held to limit or restrict the general powers of the corporation as permitted under the laws and regulations of the State of Florida and under the laws and the regulations of the United States government and any other jurisdiction which may be involved.

### ARTICLE III

The maximum number of shares of stock this corporation may issue is four thousand (4,000) shares of common stock, which shall be common stock of the par value of \$1.00 per share. All said common

stock shall be payable in cash or payable by property, labor or services at a just valuation fixed by the directors.

#### ARTICLE IV

The corporation shall have perpetual existence. The corporation existence shall commence on the 1st day of November, 1999.

#### ARTICLE V.

The amount of capital with which this corporation shall begin is not less than Five Hundred (\$500.00) Dollars.

#### ARTICLE VI

The initial place of business of the corporation shall be 550 North Seagrave Avenue, Daytona Beach, Volusia County, Florida 32114. The initial registered office of said corporation shall be at 7 Wind Sail Circle, Ormond beach, Florida 32174. The registered agent is ANGELA SCROFANO, and her office is located at 7 Wind Sail Circle, Ormond Beach, Florida 32174.

#### ARTICLE VII

The business of the corporation shall be managed by the Directors of the corporation. Said corporation shall have a Board of Directors of three or more directors as may be prescribed by the By-Laws of the corporation.

### ARTICLE VIII

The name and residence address of the persons signing these Articles of incorporaton as the subscribers are as follows:

ANTHONY CIRELLI  
176 Heritage Circle  
Ormond Beach, FL 32174

JOSEPH R. GALLUZZI  
104 Aleatha Drive  
Daytona Beach, FL 32114

### ARTICLE IX

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting and regulating the powers of the corporation and its directors and stockholders are hereby adopted as a part of these Articles of Incorporation:

A. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

B. The stockholders and directors shall have power to hold their meetings within or without the State of Florida. The stockholders and directors shall be deemed present at a meeting on a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used. Any action taken at such meeting shall be reduced to writing and signed by the stockholders within a period of fifteen (15) days from date of said meeting and filed with the secretary of the corporation as part of the corporate records.

C. The stockholders may elect to qualify to operate under Subchapter "S" and the other provisions of the Federal Revenue Code and Regulations which may be involved.

#### ARTICLE X

The names and residence addresses of the initial officers and directors of the corporation are as follows:

ANTHONY CIRELLI  
176 Heritage Circle  
Ormond Beach, FL 32174  
President and Director

JOSEPH R. GALLUZZI  
104 Aleatha Drive  
Daytona Beach, FL 32114  
Secretary and Treasurer  
and Director

ANGELA SCROFANO  
7 Wind Sail Circle  
Ormond Beach, FL 32174  
Director

The initial officers and directors shall hold office for the first year of existence of the corporation, or until their successors are elected and qualified.

#### ARTICLE XI

The corporation may have such other officers and agents as may be deemed necessary. All officers and agents shall be chosen in such manner and hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or determined by the stockholders or by the directors.

#### ARTICLE XII

The initial stockholders of said corporation and their agreed upon interests are as follows:

ANTHONY CIRELLI  
Fifty-one (51%) percent of the stock issued.

JOSEPH R. GALLUZZI  
Forty-nine (49%) percent of the stock issued.

ARTICLE XIII

No holder of any stock of the corporation shall have the right to transfer or sell stock in the corporation without first giving sixty (60) days written notice to stockholders (if more than one) of said stockholder's intention to transfer or sell said stock. All other stockholders collectively shall have an absolute first option to purchase said stock being offered for sale under a formula of evaluation, based on net worth, adopted by the stockholders, from time to time, which formula of evaluation shall be applicable to all stockholders. If the stockholders collectively decline to purchase, the stockholders individually shall have the right, and if more than one stockholder is involved the purchase shall be on a prorata basis or as may be mutually agreed upon. In the event the stockholder offering said stock for sale is not satisfied with the formula adopted by the stockholders, said stockholder shall have the right to justify a higher evaluation provided he is willing to bear the expense involved. Said stockholder may request the purchase price of his stock be established by a Board of Arbitrators consisting of three members: one member shall be appointed by the stockholder offering said stock for sale, one member shall be appointed by the other stockholders collectively (if more than one) who have the right to purchase said stock or those stockholders willing to exercise their right to purchase, and

the third member shall be appointed by the arbitration members previously appointed. All stockholders shall be bound by the decision of the arbitration board and said decision shall be enforceable by the courts if need be, as provided for under Florida Law at the time of the court action.


#### ARTICLE XIV

No holder of common stock of the corporation shall have any preferential, preemptive, or other right to the detriment of any other stockholder of the corporation.

#### ARTICLE XV

The said corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter permitted by law or prescribed by statute, and all rights conferred upon the stockholders and directors herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned have subscribed their names as Incorporators of the above Corporation this 28th day of October, 1999.

 (SEAL)  
ANTHONY CIRELLI


 (SEAL)  
JOSEPH R. GALLUZZI



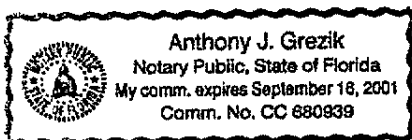
STATE OF FLORIDA  
COUNTY OF VOLUSIA

BE IT REMEMBERED that on this 28th day of October, 1999, personally appeared before me, a Notary Public of the State of Florida, ANTHONY CIRELLI and JOSEPH R. GALLUZZI, well known to be the incorporators of the foregoing Articles of Incorporation of HEAD GEAR USA INC., and known to me personally to be such and they acknowledged the said certificate to be their act and deed and that the facts therein are truly set forth, and that they have subscribed to the foregoing Articles of Incorporation for the purposes of becoming a corporation for profit under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Volusia County, and State aforesaid, on the day and year first above written.

  
\_\_\_\_\_  
ANTHONY J. GREZIK  
Notary Public, State of Florida  
at Large


My Commission No.: CC 680939  
My Commission Expires: 9/16/01



DESIGNATION AND  
ACCEPTANCE OF RESIDENT AGENT

FILED  
99 NOV -3 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned having been designated to accept Service of Process for HEAD GEAR USA INC., at the place designated in Article VI of the Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said office.

  
ANGELA SCROFANO  
Registered Agent

This Instrument Prepared by:  
Anthony J. Grezik, Esq.  
1305 So. Peninsula Drive  
Daytona Beach, FL 32118  
Florida Bar No. 0031802  
904-255-6223

AJG:re