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Requester's Name

Douglas & Elena Kegic,  
1627 E Central Blvd  
Orlando, FL 32803-5901

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-08/20/01--01113--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

- 1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy
- Mail out       Will wait       Photocopy       Certificate of Status

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

FILED  
01 AUG 20 AM 10:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend + N/C

Examiner's Initials

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED

01 AUG 20 AM 10: 24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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WebmBS Corporation

(present name)

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PO0000071434

(Document Number of Corporation (if known))

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article I, ~~IV~~, VII, XIV, XV

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: 8/15/2001

**FOURTH:** Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 15 day of August, 2001

Signature Douglas A. Kessler  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

DOUGLAS A. KEGLER  
(Typed or printed name)

Chairman + President  
(Title)

CERTIFICATE OF AMENDMENT  
OF  
WEBMBS CORPORATION

**ARTICLE I NAME** shall read as:

The name of the corporation shall be: **XGear Technologies, Inc.**

**ARTICLE V SHARES** shall read as:

The corporation will authorize the following number of shares: 5,000,000

The shares will be: par value of \$.001 per share

The shareholders will not have preemptive rights with respect to additional shares of stock sold by the corporation.

The shareholders will be required to first offer their shares to the corporation before selling to other parties.

**ARTICLE VII OFFICERS/DIRECTORS** shall read as:

**DIRECTORS:**

Chairman: Douglas A. Kegler  
Address: 1627 E. Central Blvd.  
City,State,Zip: Orlando, FL 32803  
Telephone: (407)895-0443

Vice-Chairman: Robert J. Woodrow  
Address: 1062 Heather Gate Court  
City,State,Zip: Lexington, KY 40511  
Telephone: (859) 552-8410

Each director will serve for a term of 1 year.

The directors will not be personally liable to the corporation or its shareholders for obligations arising out of the performance of the directors' duties.

**OFFICERS:**

President: Douglas A. Kegler  
Address: 1627 E. Central Blvd.  
City,State,Zip: Orlando, FL 32803  
Telephone: (407)895-0443

Vice President: Douglas A. Kegler

Address: 1627 E. Central Blvd.  
City,State,Zip: Orlando, FL 32803  
Telephone: (407)895-0443

Treasurer: Douglas A. Kegler  
Address: 1627 E. Central Blvd.  
City,State,Zip: Orlando, FL 32803  
Telephone: (407)895-0443

Secretary: Douglas A. Kegler  
Address: 1627 E. Central Blvd.  
City,State,Zip: Orlando, FL 32803  
Telephone: (407)895-0443

The corporation will defend the directors and officers against lawsuits.

Business transactions between the corporation will be allowed.

Instruments which relate to an interest in real estate must be signed by the following:

President and Secretary

The offices are authorized to do the following:

Open a corporate bank account  
Obtain a bank loan  
Elect Subchapter "S" tax status

**ARTICLE XIV REGISTERED AGENT** shall read as:

The name and address of the registered agent of the corporation is:

Name: Douglas A. Kegler  
Company Name: XGear Technologies, Inc.  
Address: 1627 E. Central Blvd.  
City,State,Zip: Orlando, FL 32803  
Telephone: (407)895-0443

**ARTICLE XV ADVISORS** shall read as

Name: Andrew Barnette  
Company Name: Andrew Barnette & Associates, P.A.  
Address: 4427 Del Prado Blvd.  
City,State,Zip: Cape Coral, FL 33904  
Telephone: (941) 542-0378

I, Douglas A. Kegler, accept the appointment of registered agent and understand and accept the obligations of the registered agent.

Douglas A. Kegler

*Douglas A. Kegler*

*8/16/2001*