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Florida Department of State
Division of Corporations
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07 AUG 16 AM 9:16
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

XGEAR TECHNOLOGIES, INC.

Certificate of Status	0
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*Amnd +
Restated
Articles*

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August 13, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

XGEAR TECHNOLOGIES, INC.
201 E PINE ST
SUITE 1310
ORLANDO, FL 32801

SUBJECT: XGEAR TECHNOLOGIES, INC.
REF: P00000071434

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6964.

Irene Albritton
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DIVISION OF CORPORATIONS

P.O. BOX 6327 - Tallahassee, Florida 32314

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
XGEAR TECHNOLOGIES, INC.**

The undersigned, being competent to contract, subscribes to these Amended and Restated Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be:

XGEAR TECHNOLOGIES, INC.

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 201 E. Pine Street, Suite 1310, Orlando, Florida 32801.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000,000 shares of common voting stock having no par value.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the

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value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. The Corporation shall have the right of first refusal if a shareholder desires to sell their shares of common stock before a sale to another person.

ARTICLE V - Term of Existence

The effective date upon which this Corporation came into existence was the date of filing of the initial Articles of Incorporation, July 26, 2000, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 201 E. Pine Street, Suite 1310, Orlando, Florida 32801 and the name of the initial registered agent of this Corporation at that address is Douglas A. Kegler.

ARTICLE VII - Directors

A. The initial number of Directors of this Corporation shall be one.

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the current members of the Board of Directors, to hold office until the next annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

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<u>Name</u>	<u>Street Address</u>
Douglas A. Kegler	201 E. Pine Street, Suite 1310 Orlando, Florida 32801
Joe Larter	201 E. Pine Street, Suite 1310 Orlando, Florida 32801
Stephen R. Klick	201 E. Pine Street, Suite 1310 Orlando, Florida 32801
Laszlo Meszaros	201 E. Pine Street, Suite 1310 Orlando, Florida 32801
Michael Edmonds	201 E. Pine Street, Suite 1310 Orlando, Florida 32801
Robert Fritzingler	201 E. Pine Street, Suite 1310 Orlando, Florida 32801

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Douglas A. Kegler	201 E. Pine Street, Suite 1310 Orlando, Florida 32801

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

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ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in both the Board of Directors and the Shareholders, who may act independently or jointly. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XII - Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

ARTICLE XIII - Prior Articles and Amendments

The original Articles and all prior Amendments to the Articles are superseded in their entirety by these Amended and Restated Articles of Incorporation and shall be deemed null and void.

IN WITNESS WHEREOF, the undersigned Incorporator and sole Director has executed these Articles of Incorporation this 30 day of July, 2007.




Douglas A. Kegler, Incorporator

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED
AGENT**

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of XGear Technologies, Inc.



Douglas A. Kegl

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**Articles of Amendment
to
Articles of Incorporation
of**

XGear Technologies, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P00000071434

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

N/A

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Amended and Restated Articles of Incorporation of XGear

Technologies, Inc., are attached hereto.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

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The date of each amendment(s) adoption: July 30, 2007

Effective date if applicable: July 30, 2007
(no more than 90 days after amendment file date)

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

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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.

Signature



(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Douglas A. Kegler

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

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