

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904 222 9171  
904 222 0191 FAX

800-342-8086



**P9500028350**

ACCOUNT NO. : 072100000032

REFERENCE : 573933 86901A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : April 7, 1995

ORDER TIME : 10:41 AM

ORDER NO. : 573933

CUSTOMER NO: 86901A

CUSTOMER: Ms. Helen Falvey  
PRENTICE HALL LEGAL &  
FINANCIAL SERVICES, INC.  
84 State Street

Boston, MA 02109

500001450795  
-04/07/95--01061--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DOMESTIC FILING

NAME: GEAR CASE, INC.

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: \_\_\_\_\_

*95-7644*

DEPT. OF STATE  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 APR 10 AM 8 24  
 95 APR 7 PM 11 03  
 DEPT. OF COM. STAT.

FILED

T. BROWN APR 11 1995



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 10, 1995

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: GEAR CASE, INC.  
Ref. Number: W95000007644

We have received your document for GEAR CASE, INC. and your check(s) totalling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator listed in Article Five and the incorporator signing the Articles must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 995A00016167

**ARTICLES OF INCORPORATION**  
OF  
**GEAR CASE, INC.**

FILED  
95 APR 10 AM 8 24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The name of the corporation (hereinafter called the "Corporation") is Gear Case, Inc.

**SECOND:** The street address, wherever located, of the principal office of the Corporation is 49 North River Road, Stuart, FL 34996.

**THIRD:** The aggregate number of shares which the Corporation shall have authority to issue is one thousand (1,000), all of which are without par value, and are of the same class and are Common shares.

**FOURTH:** The street address of the initial registered office of the Corporation in the State of Florida is 49 North River Road, Stuart, FL 34996.

The name of the initial registered agent of the Corporation at the said registered office is Marianne Weder.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

**FIFTH:** The name and the address of the incorporator are: Helen Falvey, The Prentice-Hall Corporation System, Inc., 84 State St., Boston MA. 02109.

**SIXTH:** No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such

lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

**SEVENTH:** The purposes for which the Corporation is initially organized, which shall continue to be the purposes of the Corporation until and if the same shall be amended pursuant to the provisions of the Florida Business Corporation Act, are as follows:

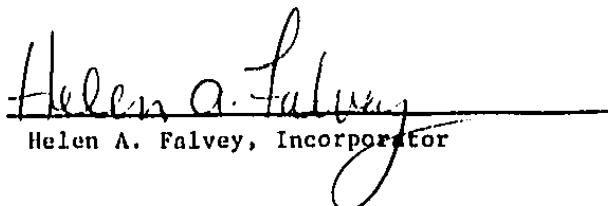
To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

**EIGHTH:** The duration of the Corporation shall be perpetual.

**NINTH:** The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**TENTH:** Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on 4/6, 1995.

  
Helen A. Falvey, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

*Marlinne Weder*  
Marlinne Weder

Date: 4. 4., 1995

FILED  
95 APR 10 PM 8 24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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