

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

P97000074561

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 5-2-00

REF. #: 0173

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-05/02/00--01052--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CORP. NAME: Roller Gear, Inc.

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

FILED  
00 MAY -2 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 7645 FOR \$ 35

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

G. COULLIETTE MAY 2 2000

RECEIVED  
00 MAY 2 AM 11:00  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE  
TALLAHASSEE, FLORIDA

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

Examiner's Initials \_\_\_\_\_

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ROLLER GEAR, INC.**

1. Pursuant to Section 607.1007, Florida Statutes, the Articles of Incorporation of ROLLER GEAR, INC. are amended and restated (a) to increase the total amount of authorized common capital stock of the company, (b) to authorize a class shares of preferred stock which may be issued from time to time in one or more series, with the number of shares included in such series and the rights, powers, preferences and restrictions thereof to be determined by the Board of Directors of the Company, (c) to eliminate preemptive rights of shareholders, and (d) to eliminate actions by written consent of shareholders. The Articles of Incorporation of ROLLER GEAR, INC. are amended and restated in their entirety to read as follows:

**FILED**  
**00 MAY - 2 PM 2:33**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ROLLER GEAR, INC.**

**ARTICLE I  
NAME**

The name of this Corporation is ROLLER GEAR, INC.

**ARTICLE II  
CAPITAL STOCK**

The total number of shares of stock which the corporation shall have authority to issue is sixty million (60,000,000) shares, consisting of fifty million (50,000,000) shares of common stock, par value \$0.01 per share ("Common Stock"), and ten million (10,000,000) shares of preferred stock, par value \$0.01 per share ("Preferred Stock").

The Preferred Stock may be issued from time to time in one or more series. A majority of the Board of Directors of the Corporation is expressly authorized, by written consent without a meeting, or by resolution or resolutions, without further approval of the shareholders, to provide for the issue of any series of Preferred Stock, and to fix the number of shares included in such series and the powers, dividend rates, voting rights, rights of conversion, rights upon dissolution or liquidation, designations, redemption values, preferences and relative, participating, optional, and other special rights, and the qualifications, limitations or restrictions thereof, and except as otherwise provided in respect of any such series (but not below the number of shares thereof then outstanding). In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.

**ARTICLE III  
NO SHAREHOLDER ACTION BY WRITTEN CONSENT**

No shareholder actions, approvals, ratifications or other decisions may be taken, given or made by written consent. All such shareholder actions, approvals, ratifications or other decisions must be taken, given or made at a duly held meeting of shareholders.

**ARTICLE IV  
INDEMNIFICATION**

This Corporation shall indemnify any officer, director, employee or agent, and any former officer, director, employee or agent, to the fullest extent permitted by law at the time such indemnification is sought or granted.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


2. This Amended and Restated Articles of Incorporation contains amendments to the Articles of Incorporation of ROLLER GEAR, INC. The amendments have been approved by the shareholders of ROLLER GEAR, INC. The number of votes cast for the amendments were sufficient for approval. The date of approval by the shareholders was April 26, 2000.

3. On May 1, 2000, the number of outstanding shares of Common Stock of ROLLER GEAR, INC. shall be divided so that each one (1) share of Common Stock issued and outstanding will be automatically divided into ten (10) shares of Common Stock (the "Stock Split"). The Stock Split has been approved by the Board of Directors of the Corporation on April 12, 2000.

4. The Stock Split neither adversely affects the rights or preferences of the holders of outstanding shares of any class or series, nor causes the percentage of authorized shares that remain unissued after the Stock Split to exceed the percentage of authorized shares that were unissued before the Stock Split.

5. The Stock Split has been ratified by the shareholders of ROLLER GEAR, INC. The number of votes cast for the Stock Split were sufficient for ratification.

ACCORDINGLY, the undersigned has executed this Amended and Restated Articles of Incorporation on April 26, 2000.

  
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Alexander Rouse, Chief Operations Officer