

P020000039258

(Requestor's Name)

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MAIL

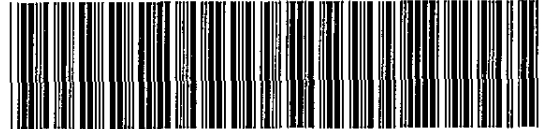
(Business Entity Name)

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04/16/04--01026--010 \*\*35.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 APR 28 PM 4:24

FILED

DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

04 APR 16 PM 12:32

RECEIVED

*DR*  
*4/28/04*

*X00789, 00587, 00672*

CORPDIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 4/16/04

REF. #: 01208.25415

CORP. NAME: ORIGINAL GEAR, INC.

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK           | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP              | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                           | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

STATE FEES PREPAID WITH CHECK# 508031 FOR \$ 35.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

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

PLEASE RETURN:

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| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |  |

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 16, 2004

CorpDirect Agents, Inc.  
103 N. Meridian St.  
Lower Level  
Tallahassee, FL 32301

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.

SUBJECT: ORIGINAL GEAR, INC.  
Ref. Number: P02000039258

We have received your document for ORIGINAL GEAR, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Document Specialist

Letter Number: 404A00025284

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DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION OF  
ORIGINAL GEAR, INC.

FILED  
04 APR 28 PM 4: 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida General Corporation Law

ORIGINAL GEAR, INC., a Florida Corporation, hereby files this AMENDMENT TO THE ARTICLES OF INCORPORATION pursuant to Sections 607.0602 and 607.1002 of the Florida Business Corporation Act:

- A. The name of the Corporation is **Original Gear, Inc.** (the "Corporation"),
- B. The following Amendment to the Articles of Incorporation was adopted by all of the Directors of the Corporation on March 31, 2004 in the manner prescribed by Section 607.1002 of the Act:

**RESOLVED**, that Article II of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE II

The principal place of business address:  
1421 Banks Road,  
Margate Fla, 33063

The mailing address of the Corporation  
1421 Banks Road,  
Margate Fla, 33063

- C. **RESOLVED**, that Article IV of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE IV

The total amount of Fifty Million (50,000,000) shares of common stock is authorized to be issued at the discretion of the board of directors.

Three shares of preferred stock (the "Preferred Stock") are authorized to be issued by the Company with two shares of Preferred Stock to be issued to Mr. Oronde Gadsden and the remaining one share of Preferred Stock to be issued to Mr. Janon Costley.

Each share of Preferred Stock shall be entitled to vote on all matters submitted to the common shareholders, and each share of Preferred Stock shall possess voting power equal to seventeen percent (17%) of the total voting power of all of the common shares, thereby resulting in the three shares of Preferred Stock possessing fifty-one percent (51%) of the voting power of the common stock and thereby maintaining voting control of the all issues set forth to common shareholders

D. **RESOLVED**, that Article VII of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE VII

The Board of Directors of the Company shall consist of up to 5 members, who shall serve as directors until resignation or until his successor is duly elected and qualified, at each annual meeting of the shareholders. The Board of Directors of the corporation shall be as elected by the shareholders, and the Officers of the corporation shall be as appointed by the board of directors, respectively pursuant to the bylaws and shareholder agreement (if any) of the Company.

E. **RESOLVED**, that Article VIII of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE VIII

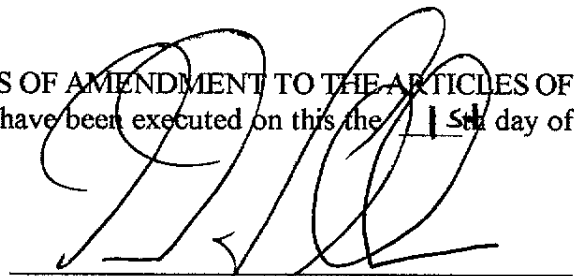
Article VIII shall be deleted in its entirety.

F. **RESOLVED**, that Article IX of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE IV

The Corporation shall elect to be a C Corporation as provided in the United States Internal Revenue Code, as amended, as of the date hereof, unless and until a vote by unanimous consent of the Shareholders to be an S-Corporation.

IN WITNESS WHEREOF, these ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF ORIGINAL GEAR, INC. have been executed on this the 15 day of April 2004.



ORONDE GARDEN  
[PRINT OR TYPE NAME]

**RESOLUTION  
BY UNANIMOUS CONSENT  
OF  
THE SOLE SHAREHOLDER  
AND THE BOARD OF DIRECTORS  
OF  
ORIGINAL GEAR, INC.**

The undersigned, being the sole Shareholder, and all of the members of the Board of Directors of Original Gear, Inc., a Florida corporation (the "Company"), do hereby adopt and consent to the adoption of the following resolutions by unanimous written consent in lieu of a meeting pursuant to Florida Statutes as if said resolutions had been adopted at a meeting duly called and held:

**WHEREAS**, the Company seeks to restructure its share authorization, issuances and ownership; and make such other amendments to the articles of incorporation as set forth herein; and

**WHEREAS**, in connection therewith the Company desires to increase the number of authorized shares, and upon such, issue additional shares to the current sole shareholder as well as issue shares to certain other individuals;

**NOW THEREFORE BE IT:**

**RESOLVED**, that the Company file an Amendment to the Articles of Incorporation, in the form of the Amendment annexed hereto, which, among other things, increases the number of authorized shares from 10,000 to Fifty Million (50,000,000) Shares; and the Amendment, in the form annexed hereto, is hereby approved and ratified in all respects, and the Company, and its officers are authorized to execute, deliver and file the Amendment in the form annexed hereto (including any revisions, amendments and supplements thereto), along with any other certificates, instruments or other documents appropriate in connection therewith, and to take any and all such further action, as may be deemed necessary, appropriate or desirable by any appropriate officer of the Company in connection with the foregoing resolution; and it is further

**AND IT IS FURTHER RESOLVED**, that Article VII of the Articles of Incorporation shall be amended and restated to read as follows:

The total amount of Fifty Million (50,000,000) shares of common stock is authorized to be issued at the discretion of the board of directors.

Three shares of preferred stock (the "Preferred Stock") are authorized with two shares of Preferred Stock to be issued to Mr. Oronde Gadsden and the remaining one share of Preferred Stock to be issued to Mr. Janon Costley.

Each share of Preferred Stock shall be entitled to vote on all matters submitted to the common shareholders, and each share of Preferred Stock shall possess voting power equal to seventeen percent (17%) of the total voting power of all of the common shares, thereby resulting in the three shares of Preferred Stock possessing fifty-one percent (51%) of the voting power of the common stock and thereby maintaining voting control of the all issues set forth to common shareholders.

**AND IT IS FURTHER RESOLVED** that Article VII of the Articles of Incorporation is hereby amended and shall be deleted and restated to read as follows:

VIII. The Board of Directors of the Company shall consist of up to 5 members, who shall serve as directors until resignation or until his successor is duly elected and qualified, at each annual meeting of the shareholders. The Board of Directors of the corporation shall be as elected by the shareholders, and the Officers of the corporation shall be as appointed by the board of directors, respectively pursuant to the bylaws and shareholder agreement (if any) of the Company.

**AND IT IS FURTHER RESOLVED** that Article IX of the Articles of Incorporation is hereby amended and restated to read as follows:

The Corporation shall elect to be a C Corporation as provided in the United States Internal Revenue Code, as amended, as of the date hereof, unless and until a vote by unanimous consent of the Shareholders to be an S-Corporation.

**AND IT IS FURTHER RESOLVED:** waiver of any notice of meeting of the Shareholders and Board is hereby waived pursuant to Florida Corporate Statutes (See, 607.0822 and 607.0823), and that notwithstanding anything to the contrary contained in the Certificate of Incorporation or the By-laws of the Corporation, the written consent of the Shareholders and/or Board authorizing the foregoing resolutions may be executed in counterparts and/or by facsimile.

**AND IT IS FURTHER RESOLVED** that the aforementioned resolutions were approved without a formal shareholders' meeting as permitted by Article II, Section 10 of the Company's Bylaws.

**WE CERTIFY** that, pursuant to Article II, Section 10 of the Corporation's Bylaws, written consent was received by stockholders holding not less than the minimum number of votes that would have been necessary to authorize or take these actions at a meeting at which all shares entitled to vote were present and voted had such a meeting been held.

**WE FURTHER CERTIFY** that the foregoing resolutions are fully in accord with and pursuant to the Corporation's Bylaws.

**WE FURTHER CERTIFY** that the following persons, whose genuine signatures appear on the following page, constitute the entire board of directors for the Corporation.

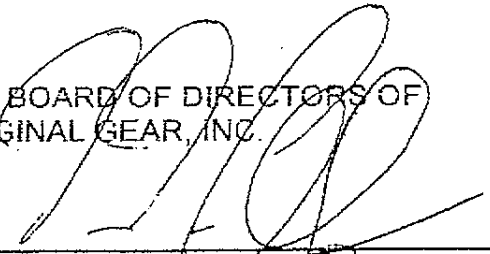
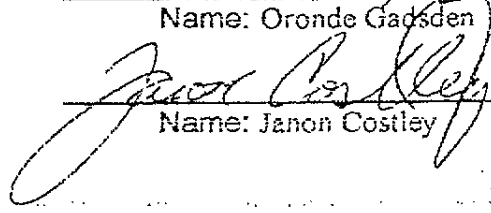
This consent may be executed in any number of counterparts and, notwithstanding that any of the Directors did not execute the same counterpart, each of such counterparts (and facsimile copies of such counterparts, if electronically delivered) shall, for all purposes, be an original, and all such counterparts shall constitute one and the same instrument. Delivery of an executed counterpart of a signature page to this consent by telecopier shall be as effective as delivery of a manually-executed counterpart of a signature page of this consent.

Dated: 4/21/04

THE SOLE SHAREHOLDERS OF  
ORIGINAL GEAR, INC.

Name: Oronde Gadsden

THE BOARD OF DIRECTORS OF  
ORIGINAL GEAR, INC.

  
Name: Oronde Gadsden  
Name: Janon Costley