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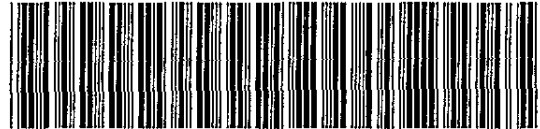
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TALLAHASSEE, FLORIDA

W03-3019

Law Offices

**KLAYMAN & TOSKES, P.A.**

Lawrence L. Klayman\*

Steven D. Toskes\*

Of Counsel

Michael D. Don<sup>+</sup>

Jenice L. Malecki<sup>‡</sup>

Steven M. Sherman<sup>‡</sup>

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<sup>‡</sup> Admitted in Massachusetts,

New York & District of Columbia only

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Please Reply To:

Boca Raton Office

February 14, 2003

**VIA UPS**

Ms. Becky McKnight

Department of State

Division of Corporations

209 East Gaines Street

Tallahassee, Florida 32399

Re: Filing of Affidavit of William Price and Articles of Incorporation of Gears Unlimited Corp.

Dear Ms. McKnight:

Pursuant to your letter dated January 31, 2003, enclosed please find an original plus one copy of the Affidavit of William Price, President, Secretary and sole shareholder of Gears Unlimited, Inc., a corporation administratively dissolved on October 4, 2002.

Additionally, I enclose herewith for filing an original plus two copies of the Articles of Incorporation of Gears Unlimited Corp. for filing with your office. As noted in your letter, this office has previously forwarded the filing fee therefor on January 24, 2003. Please file the Articles of Incorporation and return a stamped copy in the UPS envelope provided.

If you have any questions please do not hesitate to contact me.

Very truly yours,



Klayman & Toskes, P.A.

Audrey J. Nadler

Paralegal

Enclosures

cc: William Price



FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

January 31, 2003

AUDREY J NADLER  
KLAYMAN & TOSKES PA  
900 NORTH FEDERAL HIGHWAY SUITE 200  
BOCA RATON, FL 33432

SUBJECT: GEARS UNLIMITED CORP.  
Ref. Number: W03000003019

We have received your document for GEARS UNLIMITED CORP. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of 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 (850) 245-6931.

Becky McKnight  
Document Specialist  
New Filing Section

Letter Number: 903A00006674

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF WILLIAM PRICE**

BEFORE ME, the undersigned authority, personally appeared WILLIAM PRICE, who after being duly sworn, deposes and states, as follows:

1. I, WILLIAM PRICE, reside at 5907 NW 43<sup>rd</sup> Place, Gainesville, Florida 32606.
2. I was the President, Secretary and sole shareholder of Gears Unlimited, Inc., a Florida corporation that was administratively dissolved on October 4, 2002.
3. I have no intention of reinstating Gears Unlimited, Inc., as an active corporation, now or in the future and would release the name for use by another entity.

FURTHER AFFIANT SAYETH NOT.

William Price  
WILLIAM PRICE

STATE OF FLORIDA )

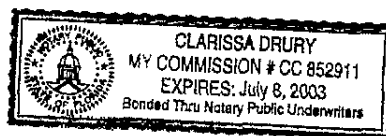
COUNTY OF Palm Beach

On this 11 day of February 2003, before me personally appeared WILLIAM PRICE, to me known and known to me to be the person who executed the foregoing instrument, and he acknowledged that he executed same and who did take an oath.

Clarissa Drury  
NOTARY PUBLIC  
Clarissa Drury  
PRINTED NAME

My commission expires:

7/8/03



**ARTICLES OF INCORPORATION**  
**OF**  
**GEARS UNLIMITED CORP.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation shall be:

**GEARS UNLIMITED CORP.,**

**ARTICLE II - PURPOSE**

This corporation is organized for the following purposes:

(A) To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(B) To conduct all types of businesses and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any and all foreign countries.

(C) To engage in, render or carry on any service or other business as principal or agent, with powers to let contracts for any such service or product; and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of the Corporation.

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TALLAHASSEE, FLORIDA

(D) To acquire by purchase or otherwise for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate of mixed property located in the State of Florida, or elsewhere, and generally to deal in and traffic as owner or agent in real estate, personal or mixed property, and any interest or estate therein, and to create, own, lease, sell, operate and deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real, mixed and/or personal property; to grant, sell and otherwise deal in franchises and licenses.

(E) To factor, lend or borrow money, be surety and to execute and deliver, accept, take and receive notes, bonds, debentures or other evidences thereof, and mortgages, trust deeds, pledges or other securities for the payment of same.

(F) To act as agent, broker or attorney-in-fact for any person(s), firm(s), or corporation(s) in buying, selling and dealing in real or personal property or services of whatsoever kind or nature and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

(G) To acquire, hold, undertake and fully exploit the goodwill, property, rights, franchises, assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly; and to pay for same in cash, stocks or bonds of the Company or otherwise.

(H) In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interests therein and thereunder.

(I) To purchase, subscribe for, or otherwise acquire, become interest in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of or turn to account or realize upon as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes evidencing shares of or interest in common law trust, trusts, and trust

estates or associations, certificates or trust or beneficial interests in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to; and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial mercantile, manufacturing, industrial or other business concerns, firms associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

(J) To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business of affairs and without limit as to amount; and to secure the payment of money in any lawful manner.

(K) To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit-sharing, union of interest, or corporation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this Corporation.

(L) To purchase, hold, sell and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law; capital stock owned by the Corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders, quorum or vote.

(M) To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall be at any time appear conducive or expedient for the benefit or protection of the Corporation, either as holders of, or interest in any property or otherwise.

(N) To exercise all of the powers which are now or may hereinafter be conferred upon corporations generally by the laws of the State of Florida.

### **ARTICLE III - CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: One Hundred (100) shares, One (\$1.00) Dollar par value per share common stock.

### **ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which this Corporation shall commence business shall be not less than ONE HUNDRED (\$100.00) DOLLARS.

### **ARTICLE V - TERM OF EXISTENCE**

This Corporation shall exist perpetually unless sooner dissolved by law.

### **ARTICLE VI**

#### **INITIAL REGISTERED OFFICE AND NAME OF REGISTERED AGENT**

The registered office of this corporation shall be:

Steven D. Toskes, Esquire, 900 North Federal Highway, Suite 200, Boca Raton, FL 33432. The registered Agent at the above address is STEVEN D. TOSKES, ESQUIRE.

### **ARTICLE VII - INITIAL PRINCIPAL OFFICE**

The address of the corporation's initial principal office shall be 5907 NW 43<sup>RD</sup> Place, Gainesville, Florida 32606.

### **ARTICLE VIII - OFFICERS**

The name and address of the Officers of this Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
William Price	President/Secretary	5907 NW 43 <sup>rd</sup> Place, Gainesville, Florida 32606

### **ARTICLE IX - INCORPORATOR**

The name and address of the incorporator and Registered Agent signing these Articles is:  
STEVEN D. TOSKES, ESQUIRE, 900 North Federal Highway, Suite 200, Boca Raton, FL 33432.



All of the authorized shares of capital stock of this Corporation have been subscribed for by Steven D. Toskes.


**ARTICLE X - MANAGEMENT**

This Corporation will be managed by the Stockholders.


**ARTICLE XI - INDEMNIFICATION**

The Corporation shall indemnify any officer or former officer to the full extent permitted by law.

Having been named to accept service of process for the above-stated Corporation at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Steven D. Toskes

IN WITNESS WHEREOF, I the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 24<sup>th</sup> day of January, 2003.

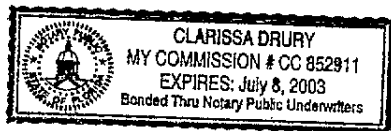
  
Steven D. Toskes

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA            )  
  ) SS:  
COUNTY OF PALM BEACH )

BEFORE ME, the undersigned authority, personally appeared STEVEN D. TOSKES, personally known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Boca Raton, FL this 24 day of January 2003.



*Clarissa Drury*  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires: 7/8/03