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WILLS, ESTATES AND
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March 20, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-03/23/98-01089--014
****122.50 ****122.50

RE: GEARWORKS, INC.

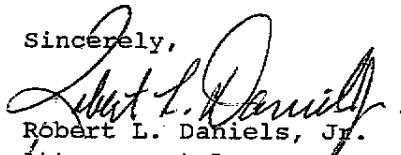
Dear Sir:

Enclosed please find two (2) originally executed Articles of Incorporation for the above referenced corporation. Please file said Articles for this for-profit corporation, effective as of date of filing. A check in the amount of \$122.50 is enclosed to cover the following costs of filing:

Filing fee:	\$35.00
Certified copy	\$52.50
Registered Agent Designation:	\$35.00
TOTAL:	\$122.50

Thank you for filing same and returning a certified copy to my office, as soon as possible. If you have any questions, please feel free to contact me.

Sincerely,


Robert L. Daniels, Jr.
Attorney at Law

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ARTICLES OF INCORPORATION
OF
GEARWORKS, INC.

The undersigned, subscriber(s) to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation for profit, under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: GEARWORKS, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of dealing in all types of real and personal property and transacting any and all lawful business, including but not limited to:

(a) To acquire by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge; alter or improve any building or other structures, now or hereafter erected on any lands or interests in lands and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade and deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and to execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation and to transact any further or other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(g) To carry on any and all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all the general powers of like corporations.

(h) To engage in any and all lawful businesses, trades, occupations, and professions.

(i) To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or interference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is a minimum of Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is: 1617 Flamingo Drive, Orlando, Florida 32803. The mailing address for the principal office of this corporation shall be: 1617 Flamingo Drive, Orlando, Florida 32803. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws.

ARTICLE VIII - INITIAL DIRECTOR(S)

The name and street addresses of the first Board of Director(s) who shall hold office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
C. STEWART GRACE	1617 Flamingo Drive Orlando, FL 32803

ARTICLE IX - SUBSCRIBER(S)

The names and street addresses of the subscriber(s) of these Articles of Incorporation are:

C. STEWART GRACE	1617 Flamingo Drive Orlando, FL 32803
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ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is: 1617 Flamingo Drive, Orlando, Florida 32803, and its mailing address is: 1617 Flamingo Drive, Orlando, Florida 32803, and the name of the initial registered agent of this corporation and his address is: C. STEWART GRACE, 1617 Flamingo Drive, Orlando, Florida 32803, and his mailing address is: 1617 Flamingo Drive, Orlando, FL 32803.

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective and the corporation's existence shall begin with the filing of these Articles of Incorporation.

ARTICLE XII - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested in the holders of the outstanding common stock.

ARTICLE XIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIV - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.


ARTICLE XV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale or cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XVI - AMENDMENT OF THE ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

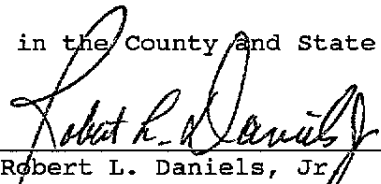
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 20 day of March, 1998.

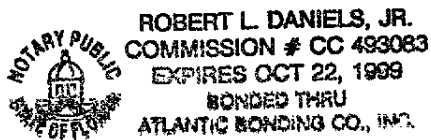
 (SEAL)
C. STEWART GRACE

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized to take acknowledgments in the State and County aforesaid, personally appeared C. STEWART GRACE, to me well known, or who has produced _____, as identification, and known to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he has subscribed to these Articles of Incorporation and executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the County and State named above, this 20th day of March, 1998.


Robert L. Daniels, Jr.
Notary Public
My Commission Expires:




CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE FOR SERVICE OF
PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHO PROCESS MAY
BE SERVED

PURSUANT to Chapter 48.091, FLORIDA STATUTES, the following is submitted in compliance with said Act:

That, GEARWORKS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named as Registered Agent, C. STEWART GRACE, and the registered Office at 1617 Flamingo Drive, Orlando, Florida 32803, and his mailing address at 1617 Flamingo Drive, Orlando, Florida 32803, to accept service of process within this State.

ACKNOWLEDGMENT:

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


C. STEWART GRACE
Registered Agent

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DIVISION OF CORPORATIONS
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