

99000009831

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Geartooth, Inc

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RECEIVED

99 FEB -1 AM 10:30

DIVISION OF CORPORATION

Signature _____

Requested by: aj

Name

Date 2/1

Time 9:28

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

99 FEB -1 PM 2:38

R. Purinton FEB 1 1999

ARTICLES OF INCORPORATION

OF

GEARTOOTH INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -1 PM 2:33

I, the undersigned, being of legal age and a natural person,
do hereby subscribe to, acknowledge and file the following
Articles of Incorporation for the purpose of creating a
corporation under the laws of the State of Florida.

ARTICLE I.

NAME OF CORPORATION

The corporation shall be known as:

GEARTOOTH INC.

ARTICLE II.

NATURE OF BUSINESS

The general nature of this business and the proposed objects
and purposes to be transacted, promoted and carried on are to do
any and all things hereinafter mentioned, as fully and to the
same effect and extent as natural persons might or could do, viz:

A. To acquire in any manner, subscribe for, purchase and
invest in for cash or on margin, receive, hold, own, assign,
transfer, trade, sell or otherwise dispose of, endorse, create a

security interest in, pledge, or otherwise deal in or with shares of stock and bonds, mortgages, debentures, notes and other securities, obligations, contracts, and evidences of indebtedness (except bills of exchange) of any corporation, association, firm, individual, or government or subdivision thereof; to issue in exchange therefor shares of the capital stock, bonds, mortgages, debentures, notes, or other obligations of the Corporation or otherwise to make payment therefor in any lawful manner; to possess and exercise in respect thereof all the rights, powers, and privileges of individual owners or holders thereof, including the right to vote upon any thereof; insofar as a corporation of this character may lawfully do, to guarantee the payment of dividends upon shares of stock and the principal of and interest on bonds, mortgages, debentures, notes and other obligations, contracts, and evidences of indebtedness, and to aid in any other manner any corporation whose shares, bonds, or other obligations are held by the Corporation or in which the Corporation is in anywise interested; and to do anything for the preservation, protection, improvement, or enhancement of the value of any such shares, bonds, mortgages, debentures, notes, or other obligations, and to do anything designed for any such purpose.

B. To engage in consultant and advisory work in connection with the organization, financing, management, operation, and

reorganization of industrial and commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operation, and supervision of all kinds of investments and businesses. To advertise, promote, merchandise, and otherwise purvey the services authorized herein, to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign, to enter into and carry out agency or joint arrangements with other persons, firms, or corporations engaged in like or similar activities; and generally to exploit the services and objects of the Corporation by all lawful means.

C. To take, acquire, rent, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve, construct, erect, build, equip, repair, improve and otherwise deal in, manage and dispose of real estate and real property (including but not limited to houses, commercial properties, apartment house, hotels and motels, and the operation thereof, and the leasing of rooms or apartments therein, both furnished and unfurnished), streets, sidewalks, reservoirs, waterworks, sewers, docks, fills, subdivisions, and all other kinds of

property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing, and management of real estate and the negotiating of loans; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

D. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, or deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

E. To conduct its business at multiple locations, have one or more offices at multiple locations, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property (including franchises, patents, copyrights, trademarks and licenses) in the State of Florida, as well as in

the District of Columbia, all other states, territories, possessions and dependencies of the United States, and all other countries or places whatsoever.

F. To contract debts and borrow money. To issue, sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure a payment of corporate indebtedness, as may be required.

G. To purchase the corporate assets of any other corporation and to engage in the same or other character of business.

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

I. To do all and everything necessary and proper for the accomplishments of any of the purposes or the attaining of any of

the objects or the furtherance of any of the powers enumerated in the Certificate of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business whether or not such business is similar in nature to the purposes and objects set forth in the Certificate of Incorporation, or any amendments thereto.

J. To become a partner or joint adventurer with any other person, persons, corporation or corporations, and to cause to be formed and to promote and aid in every way in the formation of any corporations, domestic or foreign, public or private.

K. The foregoing provisions of this Article II shall be construed both as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner and the purposes and powers of the corporation, and the purposes and powers herein specified shall, except when otherwise provided in this Article II, be in no wise limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article of these Articles of Incorporation; provided, that the corporation shall not carry on any business or

exercise any power in any state, territory or country which under the laws thereof the corporation may not lawfully carry on or exercise.

ARTICLE III.

CAPITAL STOCK

A. The shares of the capital stock of this corporation, all of which shall be fully paid and non-assessable, shall consist of Six Thousand (6,000) shares of common stock with a par value of One Dollar (\$1.00) per share, and may be issued by this corporation, as, when, and for such considerations as may be fixed from time to time by the Board of Directors.

B. All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV.

INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than Five Hundred and no/100 (\$500.00) Dollars.

ARTICLE V.

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI.

PRINCIPAL OFFICE AND REGISTERED AGENT

A. The initial street address of the principal office of this corporation in the State of Florida shall be 1300 Northwest 167th Street, Suite 3, Miami, Florida 33169.

B. The Registered Agent of this corporation shall be CHARLES O. MORGAN, JR., 1300 Northwest 167th Street, Suite 3, Miami, Florida 33169.

ARTICLE VII.

BOARD OF DIRECTORS

A. The corporation shall have at least one (1) director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

B. The name of the sole director of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified shall be:

<u>Name</u>	<u>Office</u>
CHARLES O. MORGAN, JR.	1300 Northwest 167 th Street Suite 3 Miami, Florida 33169

ARTICLE VIII.

INCORPORATORS

The name and address of the sole incorporator is as follows:

<u>Name</u>	<u>Office</u>
CHARLES O. MORGAN, JR.	1300 Northwest 167 th Street Suite 3 Miami, Florida 33169

ARTICLE IX.

INTERESTED TRANSACTIONS

No contract or other transaction between this Corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting

of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Stockholders or Board of Directors, if applicable, and proposed to them by the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 29th day of January, 1999.



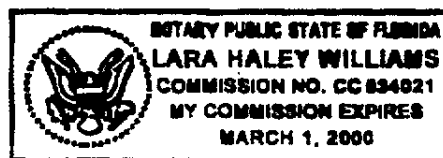
CHARLES O. MORGAN, JR.

STATE OF FLORIDA)
 ss:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared CHARLES O. MORGAN, JR., of GEARTOOTH INC., to me well known to be the person described herein as incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal this 29th day of January, 1999.

Lara Haley Williams
LARA HALEY WILLIAMS, Notary Public
State of Florida
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT WHOM PROCESS MAY BE SERVED UPON

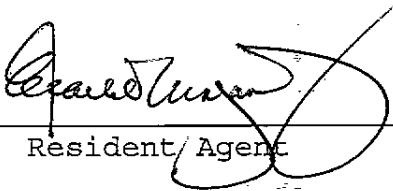
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That GEARTOOTH INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, Florida, has named CHARLES O. MORGAN, JR., located at 1300 Northwest 167th Street, Suite 3, City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above signed corporation, at 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. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

By: _____


Resident Agent