

101-759

ARTICLES OF MERGER

OF

GEARWORKS.COM, INC.,
a Minnesota corporation

INTO

GEARWORKS, INC.,
a Delaware corporation

(under Section 302A.615 of the Minnesota Business Corporation Act)

It is hereby certified that:

FIRST: The name and state of incorporation of each of the constituent business corporations participating in the merger herein certified are as follows:

- (i) Gearworks.com, Inc., which is incorporated under the laws of the State of Minnesota ("Gearworks.com Minnesota") and
- (ii) Gearworks, Inc., which is incorporated under the laws of the State of Delaware ("Gearworks Delaware").

SECOND: An Agreement and Plan of Merger, dated as of March 8, 2001 (the "Agreement of Merger"), between Gearworks.com Minnesota and Gearworks Delaware has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with Section 302A.613 of the Minnesota Business Corporation Act to wit, by Gearworks.com Minnesota in accordance with Section 302A.613 of the Minnesota Business Corporation and by Gearworks Delaware in the same manner as is provided by the laws of the State of its incorporation. The Agreement and Plan of Merger is attached hereto as Exhibit A.

THIRD: The surviving corporation in the merger herein certified shall be Gearworks Delaware, which will, upon effectiveness of the merger, continue its existence as said surviving corporation under the name "Gearworks, Inc." upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

FOURTH: Gearworks Delaware, as the surviving corporation in the merger, shall: (i) continue to possess all of its assets, rights, powers and property as constituted immediately prior to the effective date of the merger, (ii) be subject to all actions previously taken by its and Gearworks.com Minnesota's Board of Directors, (iii) succeed, without other transfer, to all of the assets, rights, powers and property of Gearworks.com Minnesota in the manner more fully set forth in Sections 302A.651 of the Minnesota Business Corporation Act, (iv) continue to be subject to all of the debts, liabilities and obligations of Gearworks Delaware as constituted immediately prior to the effective date of said merger, and (v) succeed, without

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other transfer, to all of the debts, liabilities and obligations of Gearworks.com Minnesota in the same manner as if Gearworks Delaware had itself incurred them, all as more fully provided under the applicable provisions of the Minnesota Business Corporation Act and the Business Corporation Act of the State of Minnesota.

FIFTH: Gearworks Delaware, as the surviving corporation in the merger, shall, in accordance with Section 302A.471 and 302A.473, pay to any former shareholder of Gearworks.com Minnesota any and all amounts required by Section 302A.471 and 302A.473; *provided however* that such former shareholder (i) was entitled to vote for or against the adoption of the Agreement of Merger by Gearworks.com Minnesota, (ii) did not vote in favor of the Agreement of Merger by Gearworks.com Minnesota, and (iii) properly notified, or will properly notify, Gearworks.com Minnesota or Gearworks Delaware of his intention to exercise his dissenters' rights pursuant to Section 302A.473. A former shareholder of Gearworks.com Minnesota who appropriately perfects his dissenters' rights under Minnesota law would be entitled to cash in exchange for his or her shares in an amount equal to the fair market value of the shares.

SIXTH: The Certificate of Incorporation of Gearworks Delaware shall continue to be the Certificate of Incorporation of said surviving corporation without change or amendment until further amended in accordance with the provisions of the General Corporation Law of the State of Delaware.

SEVENTH: The executed Agreement of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation. The address of the principal place of business of the surviving corporation is 209 Third Street West, Northfield, Minnesota 55057.

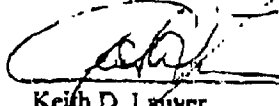
EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of either constituent corporation.

NINTH: The authorized capital stock of Gearworks.com Minnesota consists of (a) 25,000,000 shares of Common Stock, par value \$0.01, and (b) 10,000,000 shares of Preferred Stock, par value \$0.01.

[Remainder of page intentionally left blank]

Dated: December __, 2000


GEARWORKS.COM, INC.,
a Minnesota corporation

By: 
Keith D. Lauver
President and Chief Executive Officer

ATTEST:

By: 
Daniel S. Lauver
Chief Financial Officer

GEARWORKS, INC.,
a Delaware corporation

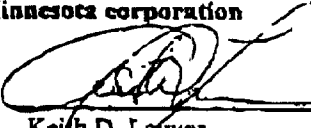
By: 
Keith D. Lauver
President and Chief Executive Officer

ATTEST:

By: _____
David A. Makarechian
Secretary

Dated: December __, 2000


GEARWORKS.COM, INC.,
a Minnesota corporation

By: 
Keith D. Lauver
President and Chief Executive Officer

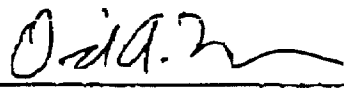
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President and Chief Executive Officer

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