

PO0000077741
LAW OFFICES OF
RANDY A. FLEISCHER, P.A.

Atrium Centre, Suite 3070
4801 South University Dr.
Davie, Florida 33328-3845

Broward (954) 680-6300
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E-Mail: rafesq@igc.org

August 8, 2000

Florida Department of State
Division of Corporations
P.o. Box 6327
Tallahassee, FL 32314

800003352338-4
-08/10/00-01059-026
*****122.50 *****78.75

Re: Cycle Works, Inc.

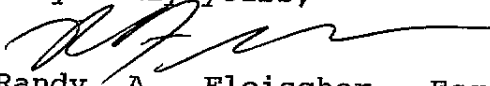
Dear Sir:

Enclosed herewith please find our check payable to your order in the amount shown below and the original and one (1) copy of the Articles of Incorporation. The funds enclosed are as follows:

| | |
|----------------------|--------------|
| Filing fee | \$ 35.00 |
| Certified copy | 52.50 |
| Registered agent fee | <u>35.00</u> |
| Total: | \$122.50 |

Please file same and return the certified copy of the Articles of Incorporation to this office at your earliest convenience.

Very truly yours,


Randy A. Fleischer, Esq.

Enclosures

FILED
00 AUG 10 AM 9:29
TALLAHASSEE, FLORIDA

T. Burch
AUG 17 2000

ARTICLES OF INCORPORATION

OF

CYCLE WORKS, INC.

ARTICLE I.

CORPORATE NAME

The name of the corporation is: CYCLE WORKS, INC.

ARTICLE II.

CORPORATE OFFICE

The address of the principal office of the corporation is unknown and the mailing address of the corporation is: 14324 S.W. 142 Ave. S. Miami, Fla. 33186.

ARTICLE III.

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

| <u>Number of Shares</u> <u>Authorized</u> | <u>Par Value</u> <u>Per Share</u> | <u>Class of</u> <u>Stock</u> |
|--|--------------------------------------|---------------------------------|
| 7,500 | \$ 1.00 | Common |

ARTICLE IV.

PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as to 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.

FILED
00 AUG 10 AM 9:29
TALLAHASSEE FLORIDA

ARTICLE V.

**INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE**

The corporation's initial Registered Agent and Registered office in the State of Florida are:

INITIAL REGISTERED AGENT: LAW OFFICE OF RANDY A. FLEISCHER, P.A.,

INITIAL REGISTERED OFFICE: 4801 S. University Dr.
Suite 3070
Davie, Florida 33328

ARTICLE VI.

INCORPORATOR

The name and address of each Incorporator executing these Articles of Incorporation is:

| <u>Name</u> | <u>Address</u> |
|---------------------------|--|
| Alexander Jesus Hernandez | 1027 Pennsylvania Ave. Apt 106 Miami Beach FL 33139 |

ARTICLE VII.

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII.

INDEMNIFICATION


The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE IX.

AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 8th day of August, 2000.



SUBSCRIBER

STATE OF FLORIDA)
 :SS.
COUNTY OF BROWARD (

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above personally appeared John O'Mara who is personally known and who did (did not) take an oath, who executed the foregoing Articles of Incorporation, and who acknowledged before me that he/she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 8th day of August, 2000.



Notary Public State of Florida
at Large

My commission expires:



Randy A. Fleischer
MY COMMISSION # CC672015 EXPIRES
October 13, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
00 AUG 10 AM 9:29

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

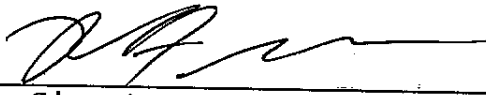
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - - That CYCLEWORKS, INC.
(Name of Corporation)
desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the articles of incorporation
at City of Miami, County of Miami-Dade, State of
Florida has named Law Offices of Randy A. Fleischer, P.A.
(Registered Agent)
located at 4801 S. University Dr. Suite 3070,
(Street Address and number of building, Post Office Box address
not acceptable)

City of Davie, County of Broward,
(City) (County)
State of Florida, as its agent to accept service of process within
this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By 
Signature
(resident agent)