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FLORIDA PROFIT CORPORATION OR P.A.

MATT'S BICYCLE CENTER, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
MATT'S BICYCLE CENTER, INC.**

ARTICLE I - NAME

The name of this corporation is MATT'S BICYCLE CENTER, INC.

ARTICLE II - ADDRESS

The principal office and mailing address of the corporation is 166 North Atlantic Avenue, Cocoa Beach, Florida 32931.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, *Florida Statutes*.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one million (1,000,000) shares of \$0.01 par value common stock.

JOHN R. KANCILIA, ESQ.
FLORIDA BAR NO. 0381195
GRAY, HARRIS & ROBINSON, P.A.
1800 West Hibiscus Blvd., Ste. 138
Melbourne, FL 32901
Telephone: 321-727-8100
Facsimile: 321-984-4122
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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

1800 West Hibiscus Boulevard, Suite 138
Melbourne, Florida 32901

The name of the initial registered agent of this corporation at that address shall be:

JOHN R. KANCILIA

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

B. The name and address of the initial director of this corporation are as follows:

<u>Name</u>	<u>Street Address</u>
MATTHEW C. MOLNAR	166 North Atlantic Avenue Cocoa Beach, Florida 32931

C. The name and address of the initial officers of this corporation are as follows:

<u>Name</u>	<u>Street Address</u>	<u>Position</u>
MATTHEW C. MOLNAR	166 North Atlantic Avenue Cocoa Beach, Florida 32931	President, Secretary and Treasurer

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

JOHN R. KANCILIA

1800 West Hibiscus Boulevard, Suite 138
Melbourne, Florida 32901

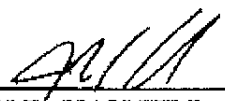
ARTICLE IX - BYLAWS

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

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of September, 2003.



JOHN R. KANCILIA, Incorporator

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GRAY HARRIS

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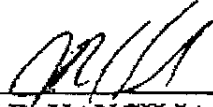
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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of
MATT'S BICYCLE CENTER, INC., I hereby accept and agree to act in this capacity.



JOHN R. KANCILIA