

MICHAEL J. BRUTZ

ATTORNEY AT LAW

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March 8, 1995

PP500019936

Secretary of State
P.O. Box 6327
Tallahassee, FL 32304

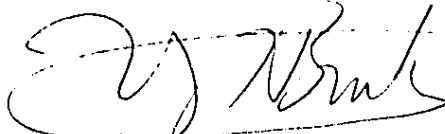
RE: Articles of Incorporation

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation, along with my check in the amount of \$70.00 to cover the costs of filing the same.

If you have any questions, please do not hesitate to contact this office.

Very truly yours,



Michael J. Brutz

MJB/cah

Enclosure

FILED
95 MAR -9 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAR 13 1995

ARTICLES OF INCORPORATION OF
BEACH BICYCLE WORKS, INC.

ARTICLE I
Name

The name of this Corporation is Beach Bicycle Works, Inc.

ARTICLE II
Duration

The Corporation shall have a perpetual existence.

ARTICLE III
Purpose

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
Capital Stock

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V
Initial Registered Office and Agent

The initial registered office and principal business address of this Corporation shall be 80 Mohican Way, Melbourne Beach, FL 32951 and the initial registered agent of this Corporation at such office shall be Richard H. Cohen, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
Initial Board of Directors


The Initial Board of Directors shall consist of two (2) members. The number of Directors may be increased or decreased from time to time, by vote of the stockholders, but in no case shall the number of Directors be less than one (1) nor more than three (3). The names and addresses of the Directors constituting the Initial Board of Directors are:

NAME	ADDRESS
Wilma Cohen	86 Mohican Way Melbourne Beach, FL 32951
Richard H. Cohen	80 Mohican Way Melbourne Beach, FL 32951

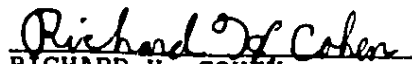
ARTICLE VII
Incorporator

The names and street addresses of the persons signing these Articles of Incorporation are:

NAME	ADDRESS
Wilma Cohen	86 Mohican Way Melbourne Beach, FL 32951
Richard H. Cohen	80 Mohican Way Melbourne Beach, FL 32951



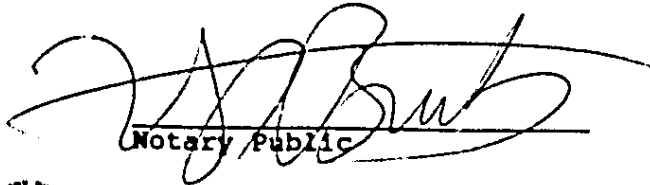
WILMA COHEN



RICHARD H. COHEN

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation for Beach Bicycle Works, Inc. were acknowledged before me this 7 day of March, 1995, Wilma Cohen and Richard H. Cohen as Incorporators.


Notary Public


My Commission expires:



MICHAEL J BRUTZ
My Commission CC388298
Expires Feb. 23, 1998
Bonded by HAI
900-422-1565

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Beach Bicycle Works, Inc., Richard H. Cohen, agrees to act in this capacity and agrees to comply with the provisions of Section 48.091, relative to keeping open such office.


Richard H. Cohen
80 Mohican Way
Melbourne Beach, FL 32951

Dated: 3-7-95

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TALLAHASSEE, FLORIDA