

**RICCA & WHITMIRE, P.A.**  
ATTORNEYS AT LAW

Mariano Garcia  
Peter J. Malecki  
C. Brooks Ricca, Jr.\*  
Drennen L. Whitmire, Jr.

Clearlake Plaza • Suite 800  
500 South Australian Avenue  
West Palm Beach, Florida 33401

Please reply to:  
P.O. Drawer 4888  
West Palm Beach, FL 33402-4888

\*Board Certified Civil Trial Lawyer

Telephone (561) 833-4544  
Facsimile (561) 833-4524

Certified Legal Assistant  
Olivia M. Kendrick

**997000068597**

**VIA FEDERAL EXPRESS**

Corporate Information Products  
ATTORNEYS' TITLE INSURANCE FUND, INC.  
Leon Branch/Attn: Barbara  
660 E. Jefferson Street, Suite 200  
Tallahassee, Florida 32301

31, 1  
Return to  
P.O. #544

00000225006--9  
088701797-01052-014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Bikes, Inc., a Florida corporation/Fund No. 15094

Dear Barbara:

222-2185

Please find enclosed Articles of Incorporation for Bikes, Inc., a Florida corporation to be filed upon receipt. There is an extra copy of the documents for stamping and return by your regular route.

Also enclosed is this firm's check in amount of \$70.00 for Secretary of State filing fees for the Incorporation. Please bill us for your fee for processing this filing.

ENCLOSURE  
8-8-97

Please call upon filing of the enclosed documentation with the document number. Also, call if you have any problem with accomplishing the filing of these Articles upon receipt.

Sincerely,

Peter J. Malecki

PJM/lmk  
Enclosures as stated

97 AUG -7 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Handwritten notes and scribbles at the bottom right, including "NA" and some illegible markings.



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

August 1, 1997

**ATTORNEYS' TITLE INSURANCE FUND**

**TALLAHASSEE, FL**

**SUBJECT: BIKES, INC.**  
Ref. Number: W97000017802

We have received your document for BIKES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 897A00039332

RECEIVED  
97 AUG - 7 PM 1: 28  
DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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Olivia M. Kendrick

August 6, 1997

VIA FEDERAL EXPRESS

Corporate Information Products  
ATTORNEYS' TITLE INSURANCE FUND, INC.  
Leon Branch/Attn: Barbara  
660 E. Jefferson Street, Suite 200  
Tallahassee, Florida 32301

Return to  
PJM/HEAT

Re: Bike Warehouse, Inc., a Florida corporation/Fund No. 15094

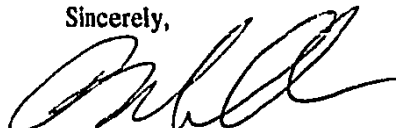
Dear Barbara:

Please find enclosed Articles of Incorporation for Bike Warehouse, Inc., a Florida corporation to be filed upon receipt. There is an extra copy of the documents for stamping and return by your regular route.

Our check was previously enclosed for Bikes, Inc., which name was rejected and they retained our check in the amount of \$70.00 for filing fees. Please bill us for your fee for processing this filing.

Please call upon filing of the enclosed documentation with the document number. Also, call if you have any problem with accomplishing the filing of these Articles upon receipt.

Sincerely,



Peter J. Malecki

PJM/mem  
Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**BIKE WAREHOUSE, INC.**

Article I

Name

The name of the corporation is BIKE WAREHOUSE, INC.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 500 South Australian Avenue, Suite 800, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at the address is Peter J. Malecki. The principal office of this corporation and the mailing address of this corporation is 2990 Jog Road, Lake Worth, Florida 33467.

FILED  
97 AUG - 7 PM 3: 14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

EFFECTIVE DATE  
8-8-97

**Article VI**

**Initial Board of Directors**

This corporation shall have two (2) directors 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). The names and addresses of the initial directors of this corporation are:

<b><u>Name</u></b>	<b><u>Address</u></b>
David W. Haynes, Jr.	13104 Glenmoor Drive West Palm Beach, FL 33409
Patsy G. Price Haynes	13104 Glenmoor Drive West Palm Beach, FL 33409

**Article VII**

**Incorporators**

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

<b><u>Name</u></b>	<b><u>Address</u></b>
David W. Haynes, Jr.	13194 Glenmoor Drive West Palm Beach, FL 33409

**Article VIII**

**Powers**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**Article IX**

**Indemnification**

This corporation shall indemnify its officers and directors, and may indemnify its

employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

#### 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 shareholder(s) is subject to this reservation.

#### Article XI

##### Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to

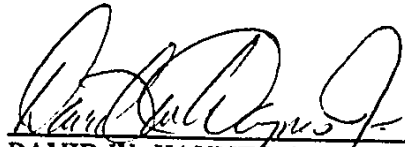
amendment or repeal by the directors.

Article XII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be August 8, 1997.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6 day of August, 1997.

  
\_\_\_\_\_  
DAVID W. HAYNES, JR., Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 6 day of August, 1997, by DAVID W. HAYNES, JR., who is personally known to me ~~or who presented a Florida drivers license and who did not take an oath.~~

  
\_\_\_\_\_  
NOTARY PUBLIC

Printed Name of Notary: \_\_\_\_\_

Commission No.: \_\_\_\_\_

Commission Expiration: \_\_\_\_\_

(NOTARIAL SEAL)



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.050, and 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: BIKE WAREHOUSE, INC.
2. The name and address of the registered agent and office is:

PETER J. MALECKI

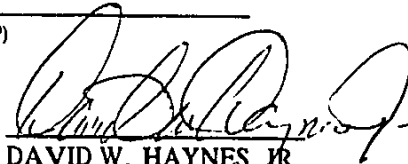
(NAME)

500 SOUTH AUSTRALIAN AVENUE, SUITE 800,

(STREET ADDRESS)

WEST PALM BEACH, FLORIDA 33401

(CITY/STATE/ZIP)

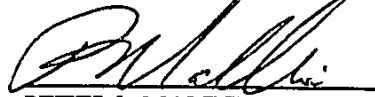


DAVID W. HAYNES, JR.

TITLE Incorporator

DATE August 6, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.



PETER J. MALECKI

DATE August 6, 1997

bikeinc.art

97 AUG -7 PH 3: 15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED