

P99000103003



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 493440 7176554

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 24 AM 11:01

ORDER DATE : November 24, 1999

ORDER TIME : 1:16 PM

ORDER NO. : 493440-005

CUSTOMER NO: 7176554

500003054385--9

CUSTOMER: Brian Waxman, Esq
FOUNDATION CAPITAL
FOUNDATION CAPITAL
122 Olympus Way

Jupiter, FL 33477

DOMESTIC FILING

NAME: CYCLESOURCE.COM, INC.

EFFECTIVE DATE: :

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED
99 NOV 24 PM 1:46
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

g 11/29/99

**ARTICLES OF INCORPORATION
OF
CYCLESOURCE.COM, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 NOV 24 AM 11:01

The undersigned hereby forms a Corporation under the following Charter of Articles of Incorporation:

ARTICLE I

The name of the corporation shall be CYCLESOURCE.COM, INC.

ARTICLE II

The principal office and mailing address of the Corporation is 13975 U.S. Highway One, Juno Beach, Florida 33408.

ARTICLE III

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

ARTICLE IV

The Corporation shall have the authority to issue 500 shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE V

The period of the Corporation's existence is perpetual.

ARTICLE VI

The street address of the initial Registered office of the Corporation is 13975 U.S. Highway One, Juno Beach, Florida 33408; and the initial Registered Agent of the Corporation at that address is DANNY BENNETT.

ARTICLE VII

The number of Directors constituting this Corporation's initial Board of Directors is five (5), whose name and address is as follows:

DANNY BENNETT
MIKE ELLNER
BRIAN WAXMAN
TONY SIMONS
JOHN GREENE

13975 U.S. Highway One,
Juno Beach, Florida 33408.

ARTICLE VIII

The name and address of the Incorporator is DANNY BENNETT, 13975 U.S. Highway One, Juno Beach, Florida 33408.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities Incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation of CYCLESOURCE.COM, INC. for the uses and purposes aforesaid this 21 day of November, 1999.



DANNY BENNETT

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

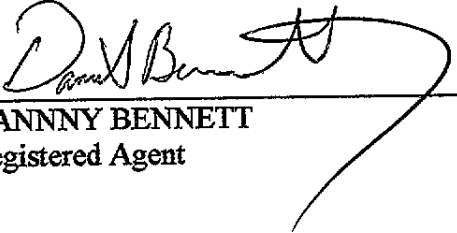
Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First, that CYCLESOURCE.COM, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 13975 U.S. Highway One, Juno Beach, Florida 33408, County of Palm Beach, State of Florida, has named DANNY BENNETT of the same address as its Agent to accept Service of Process within this state.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 21 day of November, 1999.



DANNY BENNETT
Registered Agent

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