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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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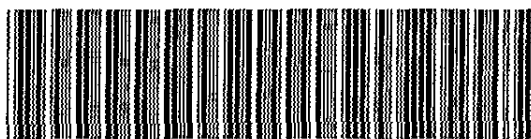
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January 10, 2003

Florida Department of State  
Division of Corporations  
P O Box 6327  
Tallahassee, Florida 32301

RE: Bicycle Sports California, LLC

Dear Sir/Madam:

Enclosed please find the following:

1. Articles of Organization for Florida Limited Liability Company on the above corporation.
2. My trust check in the amount of \$<sup>\$125.00</sup>~~150.00~~ for filing fees.

Please file the above referenced document and return to me in the enclosed self-addressed, stamped envelope provided.

Should you have any questions or require addition documentation, please contact me.

Sincerely yours ,

  
James E. Shepherd

JES/jam

Enclosures

cc: Bing Smith

03 JAN 14 AM 9:30  
SECRETARY  
TALLAHASSEE, FL 32301  
FILE

**ARTICLES OF ORGANIZATION FOR  
FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I  
NAME:**

The name of the Limited Liability Company to be formed is: BICYCLE SPORTS CALIFORNIA, L.L.C.

**ARTICLE II  
ADDRESS:**

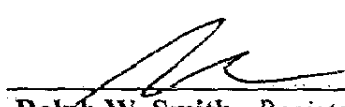
The mailing address and street address of the principal office of the Limited Liability Company is: 1680 Highway A1A, Satellite Beach, FL 32937.

**ARTICLE III  
REGISTERED AGENT NAME & ADDRESS:**

The name and the Florida street address of the registered agent is: Ralph W. Smith, 1680 Highway A1A, Satellite Beach, FL 32937.

**CERTIFICATE OF ACCEPTANCE**

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

  
Ralph W. Smith, Registered Agent

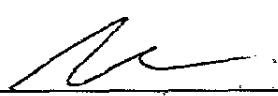
Date: 12/26/02


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V  
MANAGEMENT OF L.L.C.**

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company. The initial Managers elected by the Members of the LLC is: Ralph W. Smith and Cody J. Smith.

These Articles of Formation of BICYCLE SPORTS CALIFORNIA, LLC are executed in accordance with Section 608.408(3), Florida Statutes. The undersigned acknowledges that the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

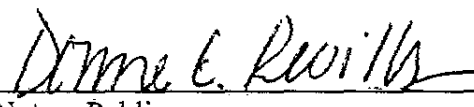
  
\_\_\_\_\_  
Ralph W. Smith

  
\_\_\_\_\_  
Cody J. Smith

Dated 12/26/02

Dated 12/26/02

The foregoing Articles of Organization for Florida Limited Liability Company was executed before me this 26 day of December 2002 by Ralph W. Smith and Cody J. Smith, who are personally known to me or who provided valid drivers licenses as identification and who did take an oath.

  
\_\_\_\_\_  
Notary Public

DONNA E. REVILLS  
Notary Public - State of Florida  
My Commission Expires Aug 15, 2003  
Commission # CB63231

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NOTARY PUBLIC  
FLORIDA

DEC 26 11 AM 9:31

APPROVED  
FILED