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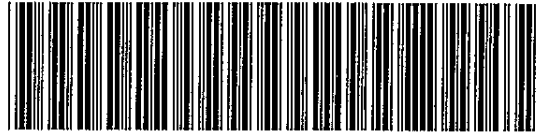
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1029 WEST MAGNOLIA STREET
LEESBURG, FLORIDA 34748

March 11, 2004

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Dear Sirs:

Re: WHEELER CYCLES, LLC

Enclosed herewith are original and duplicate original of proposed Articles of Organization for Wheeler Cycles, LLC, with certificate of designation and acceptance of the Registered Agent and Registered Office incorporated in the Articles.

Enclosed, also, is my firm's check no. 12560 in the amount of \$125.00 in payment of the filing fee and fee for designation of the resident agent.

It will be appreciated if you will stamp the duplicate original as having been filed in your office, and return the same to me, promptly, in the enclosed self-addressed, stamped envelope.

Thank you for this service.

Sincerely yours,



P. B. Howell, Jr.

PBHjr:sm
Encls.

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**WHEELER CYCLES, LLC
ARTICLES OF ORGANIZATION
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME

The name of the Limited Liability Company is WHEELER CYCLES, LLC.

ARTICLE II - ADDRESS

The mailing address of the principal office of the Limited Liability Company is 2281 U.S. Highway 441-27, Fruitland Park, Florida 34731.

ARTICLE III - REGISTERED AGENT

The name and the Florida street address of the registered agent are:

ROBERT D. RHODES
2281 U.S. Highway 441-27
Fruitland Park, Florida 34731

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 and agree 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..



ROBERT D. RHODES

ARTICLE IV - DURATION

The period of duration for the Limited Liability Company is perpetual.

ARTICLE V - PURPOSE

This Limited Liability Company is organized for the purpose of engaging in any activities permitted for a limited liability company under the laws of Florida.

ARTICLE VI - MANAGEMENT

This Limited Liability Company is to be managed by the members and the name and address of the members who are to serve as initial managers are:

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ROBERT D. RHODES, 2281 U.S. Highway 441-27, Fruitland Park, Florida 34731.

SARA RHODES, 2281 U.S. Highway 441-27, Fruitland Park, Florida 34731.

ARTICLE VII MEMBERS

The names and addresses of the initial members of the Limited Liability Company and their percentage interest are:

ROBERT D. RHODES, 2281 U.S. Highway 441-27, Fruitland Park, Florida 34731 - 50%

SARA RHODES, 2281 U.S. Highway 441-27, Fruitland Park, Florida 34731 - 50%

ARTICLE VIII - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted with the unanimous consent of all members.

ARTICLE IX - MEMBERS RIGHT TO CONTINUE BUSINESS

Remaining members of the Limited Liability Company shall continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE X - AMENDMENTS

These Articles may be amended from time to time by a unanimous written consent of all of the members, and filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being the initial members of this Limited Liability Company, have executed these Articles Of Organization, this 6th day of April, 2004.


ROBERT D. RHODES


SARA RHODES

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