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(Requestor's Name)

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(City/State/Zip/Phone #)

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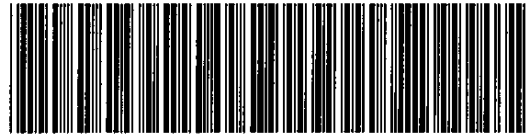
(Business Entity Name)

(Document Number)

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JB



FREEBORN & FREEBORN
ATTORNEYS AT LAW

JOHN F. FREEBORN
FLORIDA BAR CERTIFIED WILLS, TRUSTS AND ESTATES
ALISON K. FREEBORN

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DIRECT E-MAIL:

July 11, 2007

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Clearwater Cycling, LLC

Dear Ladies and/or Gentlemen:

Enclosed for filing are the Articles of Organization for the above-referenced Limited Liability Company and our check representing your filing fee and a certificate of status.

Please return the certificate to us at the above address.

If you have any questions, please do not hesitate to call.

Very truly yours,

ALISON K. FREEBORN

AKF/ker
Enclosures

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**ARTICLES OF ORGANIZATION
OF
CLEARWATER CYCLING, LLC**

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ARTICLE I

Name

The name of the limited liability company ("Company") is CLEARWATER CYCLING, LLC.

ARTICLE II

Address

The mailing and street address of the Company's principal office is: 700 Court Street, Suite C, Clearwater, Florida 33756-5506.

ARTICLE III

Purpose

This limited liability company is organized to engage in the following purposes: bicycle and accessory sales, repairs and rentals, and any and all lawful business for which companies may be organized under the laws of the State of Florida.

ARTICLE IV

Duration

The period of duration for the Company is perpetual, beginning on the date that these Articles of Organization are filed by the Florida Department of State.

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ARTICLE V

Registered Agent and Office

The name of the Company's initial registered agent in Florida is Alison K. Freeborn. The address of the Company's registered office in Florida is 360 Monroe Street, Dunedin, Florida 34698.

ARTICLE VI

Management

The Company is to be managed by a manager or managers. The initial managers will serve until the first annual meeting of the members or until the managers' successors are elected and qualified. The initial managers are identified as Michael J. Riordon and Lorelei L. Keif, whose address is 210 N. Betty Lane, Clearwater, Florida 33755.

ARTICLE VII

Admission of Additional or New Members

Members of the Company have the right to admit new members. Additional or new members may be admitted only on the unanimous written consent of the existing member or members, and the existing member or members shall determine the amount and nature of contributions to be made by the additional or new members at the time those new members are admitted.

ARTICLE VIII

Continuance of Business

The remaining member or members of the Company have the right to 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 Company. The business may be continued only on the unanimous written consent of the remaining member or members.

ARTICLE IX

Additional Provisions

The power to adopt, alter, amend or repeal the regulations of the Company is vested entirely in the managers listed in Article VI.

IN WITNESS WHEREOF, I have executed the Articles of Organization on this
9th day of July, 2007, at Dunedin, Florida.


MICHAEL J. RIORDON


LORELEI L. KEIF


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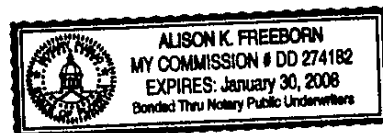
STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Pinellas to take acknowledgments, personally appeared MICHAEL J. RIORDON and LORELEI L. KEIF, personally known to me to be the persons described in and who executed the foregoing Articles of Organization, (~~or who identified herself by~~ _____), and who took an oath.

WITNESS MY HAND and official seal in the County and State aforesaid, this
9th day of July, 2007.


Notary Public
My Commission Expires:



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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
OF CLEARWATER CYCLING, LLC**

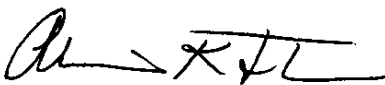
Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the limited liability company is CLEARWATER CYCLING, LLC.

2. The name and address of the registered agent and office is ALISON K. FREEBORN, 360 Monroe Street, Dunedin, Florida 34698.

Having been named as registered agent and to accept service of process for the above named 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.

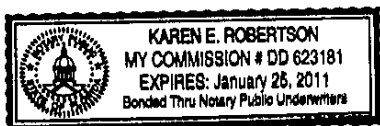
Dated: 9th of July, 2007

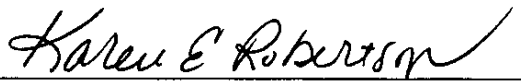

Alison K. Freeborn

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Pinellas to take acknowledgments, personally appeared ALISON K. FREEBORN, personally known to me to be the person described in and who executed the foregoing Certificate of Registered Agent and Address, (or who identified herself by Personally known), and who took an oath.

9 WITNESS MY HAND and official seal in the County and State aforesaid, this day of July, 2007.




Notary Public
My Commission Expires: