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AUG 23 2012

LAW OFFICES  
DONALD B. LINSKY & ASSOCIATES, P.A.

1509-B SUN CITY CENTER PLAZA  
SUN CITY CENTER, FLORIDA 33573  
(813) 634-5566  
FAX (813) 634-3217  
donald@linskylaw.com

503 WEST PLATT STREET  
TAMPA, FLORIDA 33606  
(813) 251-5197  
FAX (813) 254-6744  
WEBSITE: linskylaw.com

REPLY TO:

Sun City Center

August 15, 2012

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

Re: QUIJANO BICYCLE COMPANY, L.L.C.

Dear Sir/Madam:

Enclosed please find the original and one signed copy of the Articles of Organization of QUIJANO BICYCLE COMPANY, L.L.C., which we respectfully submit for filing. Our firm check in the amount of \$155.00 is enclosed to cover the \$100.00 filing fee for the Articles of Organization, the \$25.00 fee for the Designation of Registered Agent, and the \$30.00 fee for a certified copy of said Articles. Please forward the certified copy to:

Donald B. Linsky & Assoc., P.A.  
Attn: Tammy Hutt  
1509 Sun City Center Plaza Suite B  
Sun City Center, Florida 33573

Thank you for your attention to this matter. Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,



Tammy Hutt

2012 AUG 22 AM 8:22  
TAMMY HUTT  
LINSKY & ASSOCIATES, P.A.  
1509-B SUN CITY CENTER PLAZA  
SUN CITY CENTER, FLORIDA 33573

ARTICLES OF ORGANIZATION  
OF  
QUIJANO BICYCLE COMPANY, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be QUIJANO BICYCLE COMPANY, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be:

Mailing Address: 703 Willow Branch Court, Lutz, Florida 33549  
Street Address: 703 Willow Branch Court, Lutz, Florida 33549

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ARTICLE III -- DURATION

The company shall have perpetual existence and shall commence on Aug 1, 2012.

ARTICLE IV-- PURPOSE

This limited liability company is organized for the purpose of engaging in all lawful businesses permitted under the Florida Limited Liability Company Act, F.S. Chapter 608, as in effect from time to time.

ARTICLE V -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is

Jeremy Quijano  
703 Willow Branch Court  
Lutz, Florida 33549

*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 his or her duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..*

  
\_\_\_\_\_  
Jeremy Quijano  
Registered Agent's Signature

## ARTICLE VI -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

## ARTICLE VII -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

## ARTICLE VIII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## ARTICLE IX -- TERMINATION OF EXISTENCE

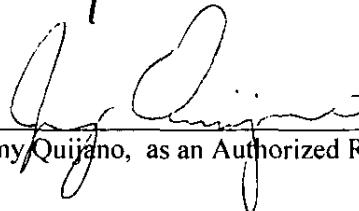
The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

## ARTICLE X -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Jeremy Quijano of 703 Willow Branch Court, Lutz, Florida 33549.

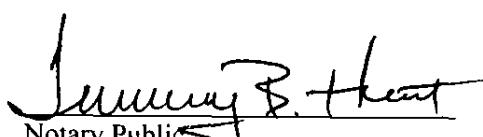
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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Lutz, Florida, on this 1 day of Aug, 2012.

  
\_\_\_\_\_  
Jeremy Quijano, as an Authorized Representative

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 1 day of Aug, 2012, by Jeremy Quijano, who is personally known to me or who has produced a Florida driver's license as identification.

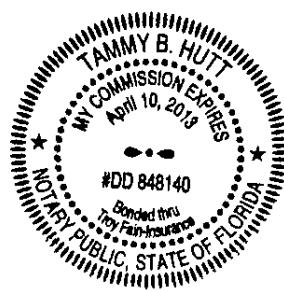


Notary Public

Printed name:

Commission Number:

Commission Expires:



2017 AUG 22 AM 8:22  
NOTARY PUBLIC  
TAMMY B. HUTT  
MY COMMISSION EXPIRES  
April 10, 2013  
#DD 848140  
NOTARY PUBLIC, STATE OF FLORIDA  
Bonded thru  
Toy Fair-Insurance  
Secretary of State  
TALLAHASSEE, FLORIDA

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## MEMBER'S WRITTEN CONSENT TO ACTION

### QUIJANO BICYCLE COMPANY, L.L.C.

The undersigned, being all the members of QUIJANO BICYCLE COMPANY, L.L.C., hereby consent to the adoption of the following board of members resolutions:

Resolved, that the Articles of Organization of QUIJANO BICYCLE COMPANY, L.L.C. (the company), and each separate article thereof, are hereby approved, ratified and confirmed as the Articles of Organization of the company, and a copy of same shall be inserted in the minute book of the company, preceding the minutes of this meeting;

Resolved, that the following are elected as officers of the company, each to serve until the successor is elected and qualified.

President	Jeremy Quijano
Vice President	None Elected
Secretary	Jeremy Quijano
Treasurer	Jeremy Quijano

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Resolved, that the appropriate officers of the company be and they hereby are authorized and directed to purchase such record books of account, stationery, and other supplies as may be necessary and proper for the administration of the affairs of the company.

Resolved, that the form of the membership certificate specimen attached hereto is hereby approved as the form to be used in issuing the certificates of membership in this company.

Resolved, that the appropriate officers of the company be and they hereby are authorized and directed to open such checking and savings accounts in the name of the company as may be necessary or appropriate for the business operations of the company; and

Resolved, that the appropriate officers of the company be and they hereby are authorized and directed to pay all fees and expenses incident to and necessary for the organization of the company.

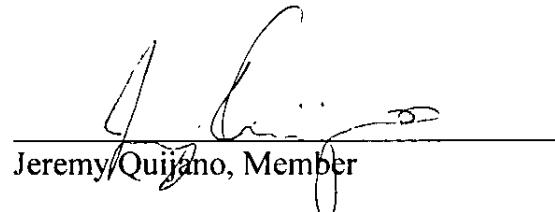
Resolved, that the company issue certificates of membership in the company to the individuals listed below in the amounts indicated and upon the receipt of the consideration indicated from each, that the appropriate officers of the company are authorized and directed to execute and deliver to the foregoing, certificates evidencing such shares.

<u>Member</u>	<u>Certificate Number</u>	<u>Consideration</u>
---------------	---------------------------	----------------------

Jeremy Quijano	1	\$100.00
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The Members execute this Consent to the foregoing in accordance with Florida Statutes in lieu of the holding of a meeting of the Members of the Company, to have the same force and effect as the unanimous vote of the Members. The Secretary of the Company is hereby instructed to file this consent as a part of the company.

Dated as of the 1 day of Aug, 2012.

  
\_\_\_\_\_  
Jeremy Quijano, Member

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**SCHEDULE A**  
**TO ARTICLES OF ORGANIZATION OF**  
**QUIJANO BICYCLE COMPANY, L.L.C.**

<b><u>Name and Address of Member:</u></b>	<b><u>Initial Capital Contribution:</u></b>	<b><u>Percentage Interest:</u></b>
Jeremy Quijano 703 Willow Branch Court Lutz, Florida 33549	\$100.00	100%

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