NO2000000626

Attorney at Law 129 S. Kentucky Avenue Suite 702 Lakeland, Florida 33801-5073

Business and Corporations Estates, Wills and Trusts General Practice REPLY TO: P.O. Box 2525 Lakeland, FL 33806-2525 Telephone 863/687-8320 Fax 863/688-3699 Email viningg@gte.net

January 16, 2002

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

Re: Polk Bicycle Sport, Inc.

O2 JAN 22 PH 2: 35
SECTLIAGY OF STATE
TALLAHASSEE, FLORIDA

600004788526—-8 -01/22/02--01070--019 ******78.75 *****78.75

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation for Polk Bicycle Sport, Inc. Please file the original and return a certified copy to the undersigned in the enclosed self-addressed stamped envelope.

Also enclosed is my firm's check in the amount of \$78.75 representing the filing fee and certified copy fee.

Thank you for your kind attention to this matter. If you have any questions, please feel free to give me a call.

Sincerely yours,

C. Geoffrey Vining

CGV/tg Enclosures cc: Kyle Pochcial Joe McKee

9/1/29

ARTICLES OF INCORPORATION

OF

FILED 02 JAN 22 PM 2: 35 SECRETARY OF STATE TALLAHASSEE, FLORIDA

POLK BICYCLE SPORT, INC.

In Compliance with Chapter 617, F.S., (Not for Profit)

The undersigned, acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be POLK BICYCLE SPORT, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business for the corporation is Attn: Kyle Pochcial, 5115 Hanover Lane, Lakeland, Florida 33813, and the mailing address shall be Post Office Box 2812, Lakeland, Florida 33806-2812.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to organize and promote athletic events.

ARTICLE IV. MANNER OF ELECTION

The manner in which the directors are elected or appointed is as set forth in the Corporation's By-Laws.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is C. Geoffrey Vining, 129 South Kentucky Avenue, Suite 702, Lakeland, Florida 33801.

ARTICLE VI. INCORPORATOR

The name and address of the initial incorporator is as follows:

Name

Address

C. Geoffrey Vining

129 S. Kentucky Ave., Suite 702 Lakeland, FL 33801

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of

Incorporation at Lakeland, Florida, on the 16 day of January, 2002.

FILED

ACCEPTANCE OF REGISTERED AGENT

02 JAN 22 PM 2: 35

The undersigned, being the person appointed in the foregoing Articles of Incorporation as, FLORIDA the Registered Agent for Polk Bicycle Sport, Inc. hereby accepts such appointment this day of January, 2002.

C. Geoffrey Vining Registered Agent