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DIVISION OF STATE
TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

Florida Professional/Amateur Womens Cycling Team

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ARTICLES OF INCORPORATION
OF
FLORIDA PROFESSIONAL/AMATEUR WOMENS CYCLING TEAM, HANSEE, FLORIDA
SECRETARY OF STATE

The undersigned hereby associate themselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit and with the powers hereinafter set forth:

ARTICLE I - NAME

The name of this corporation shall be FLORIDA PROFESSIONAL/AMATEUR WOMENS CYCLING TEAM, INC., a Florida non-profit corporation (the "Corporation"), and its principal place of business shall be: 713 East Broward blvd., Fort Lauderdale, FL 33301

ARTICLE II - TERM OF EXISTENCE

The term of this corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including specifically that permitted by Chapter 617, Florida Statutes; provided this corporation may not engage in any activity for profit. Notwithstanding any other purpose or provision in these Articles, the Corporation is organized and shall operate at all times exclusively for exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, or a correspondent section of any future Federal Tax Code. In the event of dissolution of the Corporation or the winding up of the affairs, the Corporation's property shall not be conveyed to any individual or organization created or operated for profit for less than the fair market value of such property, and all assets remaining after payment of the Corporation's debts shall be conveyed or distributed to an organization or organization's created and operated exclusively for charitable and non-profit purposes similar to those of the Corporation and consistent with the exempt purposes provided for under §170(c)(3) of the Code.

ARTICLE IV - PURPOSE

The purpose of this corporation is to provide the members with an organization for the development, sponsorship, promotion, management, support and administration of a competitive professional/amateur women's cycling team. The Corporation may do everything necessary or incidental to the purposes described above which are not forbidden by Florida Statute chapter 617, as amended.

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ARTICLE VI - MEMBERS

The Corporation shall have voting Members as provided for in the Bylaws.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial Board of Directors shall be three (3) persons. The names and addresses of each person serving on the initial Board of Directors are as follows:

NAME:

Valeria Sanders
3200 Collins Ave #63
Miami Beach, Florida 33140

Sheila Orem
1137 Myrtle Street
Sarasota, Florida 34234

Tamyra Barnard
1151 S.E. 7th. Court
Dania Beach, Florida 33004

Directors shall be elected annually by the members as provided in the Bylaws of the corporation.

ARTICLE VIII - MANAGEMENT OF CORPORATION BY INITIAL OFFICERS

The following initial officers shall manage the affairs of the corporation and such officers shall be selected or appointed for a term of one (1) year, or until such time as the Bylaws may provide:

President:	Valeria Sanders
Vice-President:	Sheila Orem
Secretary:	Tamyra Barnard

ARTICLE IX - INDEMNIFICATION

Every Director and every officer of the corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him or her in connection with any proceedings to which he or she may be a party or in which he or she may become involved, by reason of his or her being or having been a Director or officer of the Corporation, or any settlement

thereof, whether or not he or she is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE X - BYLAWS

The Directors of the corporation shall have the right to make and adopt such Bylaws as they shall deem proper and advisable and such Bylaws shall be made, altered or rescinded upon a two-thirds vote of all of the Board of Directors at any regular or special Board of Directors meeting of the corporation called for that purpose.

ARTICLE XI - AMENDMENT TO THE ARTICLES OF INCORPORATION OR BYLAWS

These Articles may be amended by the "Voting Members", as that term is defined in the Bylaws, or by the Board of Directors. Amendments to the Bylaws and other rules and regulations of the Corporation shall be made in accordance with the Bylaws. All amendments to these Articles must be approved by at least two-thirds of the total votes cast, abstentions not being counted. The text of any proposed amendment to these Articles shall be provided to the Voting Members or the Board of Directors, which ever may be applicable, no less than 30 days prior to the meeting at which the amendment will be considered. Any amendment to these Articles shall be proposed in writing to the Secretary of the Corporation by the Board of Directors or at least 10% of the Voting Members.

ARTICLE XII - SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are:

NAME:

Valeria Sanders
3200 Collins Ave #63
Miami Beach, Florida 33140

Sheila Orem
1137 Myrtle Street
Sarasota, Florida 34234

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Tamyra Barnard
1151 S.E. 7th. Court
Danla Beach, Florida 33004

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XIII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 713 East Broward blvd., Fort Lauderdale, FL 33301, and the name of the initial registered agent of this corporation at the address given above is: Valentina Tischenko-Aponte.

The undersigned states that she is familiar with and accepts the duties and responsibilities as registered agent.

Valentina Tischenko-Aponte
Valentina Tischenko-Aponte

IN WITNESS WHEREOF, WE, the undersigned, being the original incorporators of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of FLORIDA PROFESSIONAL/AMATEUR WOMENS CYCLING TEAM, INC., a Florida not for profit corporation, and we hereby declare and certify that the statements herein stated are true.

Valeria Sanders
Valeria Sanders, President

Sheila Orem
Sheila Orem, vice president

Tamyra Barnard
Tamyra Barnard, Secretary

STATE OF FLORIDA


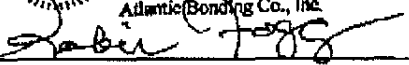
COUNTY OF Broward

I HEREBY CERTIFY that this day in the next above named State and County, before me, an officer duly authorized and acting, personally appeared Valeria Sanders as President of FLORIDA PROFESSIONAL/AMATEUR WOMENS CYCLING TEAM, INC., a Florida non-profit corporation to me well known to me to be the individual described in and who executed the foregoing instrument, and acknowledged then and there before me that they executed said instrument for the purposes and reasons set out therein; that they are all personally known to me.

WITNESS my hand and official seal this 21 day of November, 2005.

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Robin Fogg
 Commission #DD244669
 Expires: Aug 25, 2007
 Bonded Thru
 Atlantic Bonding Co., Inc.
 (SEAL)
 Notary Public

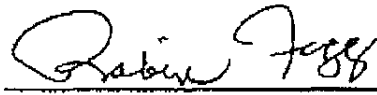
My Commission Expires: August 25, 2007


STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that this day in the next above named State and County, before me, an officer duly authorized and acting, personally appeared Sheila Orem as Vice-President of FLORIDA PROFESSIONAL/AMATEUR WOMENS CYCLING TEAM, INC., a Florida non-profit corporation to me well known to me to be the individual described in and who executed the foregoing instrument, and acknowledged then and there before me that they executed said instrument for the purposes and reasons set out therein; that they are all personally known to me.

WITNESS my hand and official seal this 21 day of November, 2005.

 (SEAL)
 Notary Public


Robin Fogg
 Commission #DD244669
 Expires: Aug 25, 2007
 Bonded Thru
 Atlantic Bonding Co., Inc.

My Commission Expires: August 25, 2007


STATE OF FLORIDA

COUNTY OF Broward

I HEREBY CERTIFY that this day in the next above named State and County, before me, an officer duly authorized and acting, personally appeared Tamyra Barnard as Secretary of FLORIDA PROFESSIONAL/AMATEUR WOMENS CYCLING TEAM, INC., a Florida non-profit corporation to me well known to me to be the individual described in and who executed the foregoing instrument, and acknowledged then and there before me that they executed said instrument for the purposes and reasons set out therein; that they are all personally known to me.

WITNESS my hand and official seal this 21 day of November, 2005.

 (SEAL)
 Notary Public
 My Commission Expires: August 25, 2007


Robin Fogg
 Commission #DD244669
 Expires: Aug 25, 2007
 Bonded Thru
 Atlantic Bonding Co., Inc.

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