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FLORIDA PROFIT/NON PROFIT CORPORATION

BIG BIKE RIDERS CHILDREN'S FOUNDATION, INC.

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October 6, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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ARTICLES OF INCORPORATION
OF
BIG BIKE RIDERS CHILDREN'S FOUNDATION, INC.

ARTICLE I
NAME

The name of this corporation shall be Big Bike Riders Children's Foundation, Inc. (hereinafter called the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is c/o Big Bike Riders Children's Foundation, Inc., 3000 Coral Way, 1502, Coral Gables, Florida 33145.

ARTICLE III
PURPOSE

The Corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States International Revenue Law, including the following:

- (a) To assist in the general development, maintenance, funding and operation of various organizations, foundations and medical facilities for the benefit of children to render comfort, aid and services to any children in need without regard to race, color, creed or national origin.
- (b) To receive gifts and grants of money and property of every kind and administer and use same for the purposes for which the corporation is organized and to do anything necessary for the accomplishments of these purposes.
- (c) To carry out such other lawful activities as are necessary or appropriate to achieve the foregoing purposes, including without limitation, the power to own, lease, rent, dispose, transfer or sell any property, including real estate, wherever located.

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ARTICLE IV
MEMBERSHIP

The Corporation shall not have members.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is c/o Stuart I. Grossman of Tew Cardenas LLP, Suite 1500, 1441 Brickell Avenue, Miami, Florida 33131-2398, and the name of the initial registered agent at such address is Stuart I. Grossman.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than (3) and no more than five (5) directors. The manner of election of directors shall be regulated by the Bylaws. The following three (3) individuals shall serve as the initial directors of the Corporation until the first annual meeting or until their successors are duly elected and qualified:

Ron Catronio
Executive Director & Chairman
5061 NW 95 Drive
Coral Springs, FL 33076

Stuart Hyden
President & C.E.O.
3000 Coral Way, 1502
Coral Gables, FL 33145

Christoph Matti
Vice President,
Secretary/Treasurer
2910 NE 15th Terrace
Oakland Park, FL 33334

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ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Stuart Hyden
3000 Coral Way, Unit 1502
Coral Gables, Florida 33145

ARTICLE VIII
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under the Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IX
LIMITATIONS

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

(d) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent federal tax law.

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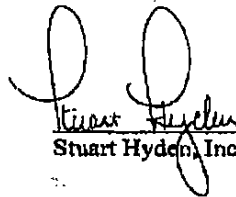
(e) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax law.

(f) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax law.

(h) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 2nd day of October, 2006.


Stuart Hyden, Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**


WITNESSETH:

That Big Bike Riders Children's Foundation, Inc., desiring to organize under the laws of the State of Florida, has named Stuart Grossman of Tew Cardenas LLP, located at Suite 1500, 1441 Brickell Avenue, Miami, Florida 33131-2398, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 2nd day of October, 2006.



Stuart I. Grossman,
Registered Agent

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