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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 14, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Attention: Ms. Doris Brown
Document Specialist

RE: Incorporation of Bike Miami, Inc.

Dear Ms. Brown:

Enclosed herewith please find two original executed counterparts of the articles of incorporation of the above corporation, together with your letter of April 30, 1999. The articles have been revised to include 3 directors. We would appreciate your filing the enclosed articles and returning to us a certified copy.

Please do not hesitate to contact me at 305-347-7332 should you have any questions concerning this filing.

Thank you in advance for your assistance.

Very truly yours,

Adrienne L. Swain

ADRIENNE L. SWAIN,
Legal Assistant to
DARIO A. PEREZ

Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 30, 1999

ADRIENNE L. SWAIN, L.A./SHUTTS & BOWEN, LLP
1500 MIAMI CENTER
201 SOUTH BISCAYNE BLVD.
MIAMI, FL 33131-9767

SUBJECT: BIKE MIAMI, INC.
Ref. Number: W99000007049

We have received your document for BIKE MIAMI, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

YOU NEVER CALLED ME BACK SO I HAD TO RETURN THE DOCUMENT.
PLEASE SEE THE LETTERS B AND C UNDER ARTICLE IX FOR THE
NECESSARY CORRECTIONS.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 199A00023170

ARTICLES OF INCORPORATION

OF

BIKE MIAMI, INC.

A Florida Not-For-Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a not-for-profit, non-stock, perpetually existing corporation pursuant to Florida Statutes Chapter 617, as amended.

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of this Corporation is BIKE MIAMI, INC.. The principal address and office of the Corporation is P.O. Box 431597, Miami, Florida 332343-1597.

ARTICLE II - NATURE OF CORPORATION

This is a not-for-profit Corporation, organized solely for general charitable purposes pursuant to the Florida Not-For-Profit Corporation Act as set forth in Florida Statutes Chapter 617.

ARTICLE III - PURPOSE

A. The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any future federal tax laws.

B. Without in any way limiting the foregoing general purposes, the specific purpose for which this Corporation is formed is to promote and advocate bicycle safety in the community, to offer for individuals and families recreational and competitive opportunities for the further enjoyment of the sport of bicycling.

C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV - DURATION

This Corporation is to exist perpetually.

ARTICLE V - MEMBERSHIP

The membership of the Corporation shall be open to all persons who are interested in bicycle safety in the community, to offer for individuals and families recreational and competitive opportunities for the further enjoyment of the sport of bicycling regardless of race, color, creed, sex or national origin. The qualifications for membership and the manner of admission to membership and removal therefrom shall be governed and regulated by the Bylaws of the Corporation which shall provide, among other things, that the Corporation has both voting members and non-voting members.

Until such time as the Corporation has voting members, the Corporation shall be governed by the initial Board of Directors.

ARTICLE VI - NON-STOCK CORPORATION

This Corporation shall not have or issue shares of stock. However, the Corporation may have and issue membership certificates which shall state prominently on the face of such certificate that such certificates are not transferable and that the Corporation is a not-for-profit corporation.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Dario A. Perez, Esq.
Shutts & Bowen LLP
201 South Biscayne Boulevard
1500 Miami Center
Miami, Florida 33131

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 201 South Biscayne Boulevard, 1500 Miami Center, Miami, Florida 33131 and the name of the initial registered agent of the Corporation is CORPORATION COMPANY OF MIAMI located at the address of the registered office.

ARTICLE IX - MANAGEMENT OF CORPORATE AFFAIRS

A. The business and affairs of the Corporation shall be managed by a Board of Directors.

B. The names and addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the First Meeting of the Members, and thereafter until their successors are elected and qualified, are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
John Edward Smith P.O. Box 431597 Miami, Florida 33213-1597	Dario Perez 201 South Biscayne Boulevard 1500 Miami Center Miami, Florida 33131
Ravi Rajcomar 201 South Biscayne Boulevard 1500 Miami Center Miami, Florida 33131	

C. The number of Directors of this Corporation shall not be less than three nor more than nine. Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws.

D. Directors shall be elected, removed and hold office as provided in the Bylaws.

E. The Board of Directors shall elect the following Officers: President, Vice President, Treasurer and Secretary and such other Officers as the Bylaws of the Corporation may authorize the Directors to elect from time to time. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE X - BYLAWS

Subject to the limitations contained in the Bylaws and any limitations set forth in the Florida Not-For-Profit Corporation Act concerning corporate action that must be authorized or approved by a majority of the voting members of the Corporation, the Bylaws of the Corporation may be altered, amended or repealed and new Bylaws adopted, by the Board of Directors.

ARTICLE XI - DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member or officer of the Corporation or any other private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes as set forth in Article III hereof, and no member or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation provided, however, that the Corporation may confer benefits in the form of distributions upon dissolution or otherwise in the manner set forth in Article XI hereof.

ARTICLE XII - DISTRIBUTION OF ASSETS

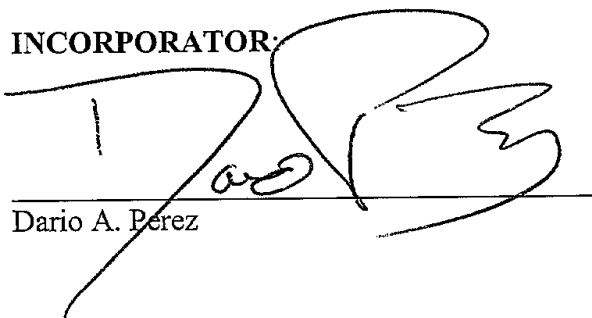
Upon the dissolution or winding up of the Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes, which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code or corresponding provisions of any prior or future Code or to the federal, state or local government exclusively for public purposes.

ARTICLE XIII - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the voting members in accordance with the procedures set forth in Chapter 617 of the Florida Statutes, as amended. The Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), Director, or officer of the Corporation or any other person to share in any of the Corporation's assets. Any amendment to these Articles may not contain any provision which would be unlawful at the time of such amendment.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 15th day of March, 1999.

INCORPORATOR:



Dario A. Perez

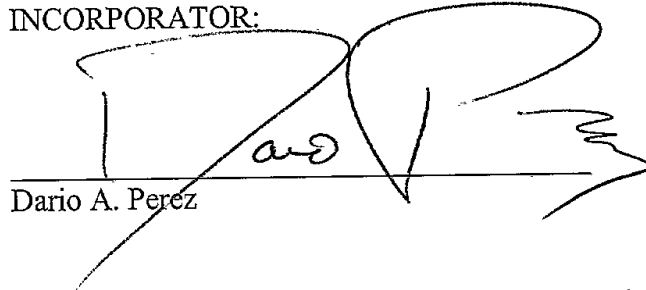
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statute Section 608.0501, the following is submitted:

BIKE MIAMI, INC., desiring to organize as a not-for-profit corporation under the laws of the State of Florida, has designated 201 South Biscayne Boulevard, 1500 Miami Center, Miami, Florida 33131 as its initial registered office and has named CORPORATION COMPANY OF MIAMI located at said address as its initial registered agent.

DATED THIS 15TH DAY OF MARCH, 1999.

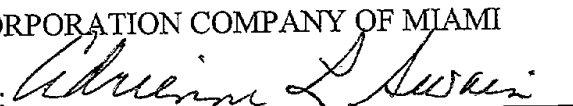
INCORPORATOR:


Dario A. Perez

Having been named registered agent for the above-stated corporation, at the designated registered office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

DATED THIS 15 DAY OF MARCH, 1999

CORPORATION COMPANY OF MIAMI

By: 
Adrienne L. Swain, Assistant Secretary

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