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Medical Consultant

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March 24, 2000

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

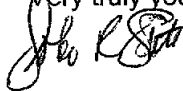
Re: Power Bikes, Inc.

400003185194--8  
-03/27/00--01101--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Ms.:

Enclosed please find an original and one of the Articles of Incorporation for filing. Also enclosed is a check payable to your order in the amount of \$78.75. Please file same and return a certified copy of the Articles of Incorporation to my office. Should you require any further information or have any questions regarding the enclosed, please do not hesitate to contact me. Thank you for your kind attention to this matter.

Very truly yours,



JOHN R. SUTTON,

JRS/ec  
encl.

FILED  
2000 MAR 27 AM 8 48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Elizabet GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT 6  
DATE 3-30-00  
DOC. EXAM AR

AR 3/31

W-8500

**POWER BIKES, INC.**  
**ARTICLES OF INCORPORATION**

(F.S. 607.164)

The undersigned, acting as Incorporator(s) of a corporation under the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is POWER BIKES, INC.
2. **Duration.** The period of its duration is perpetual.
3. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. **Capital Stock.** The corporation is authorized to issue Five hundred (500) shares, all of one class, at One (\$1.00) Dollar par value.
5. **Initial Registered Office and Agent.** The name and address of the initial registered agent and office of this corporation is as follows:

John R. Sutton, Esquire  
7721 S.W. 62nd Avenue - Suite 101  
Miami, Florida 33143

6. **Initial Board of Directors/Principal Office.** This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The principal office of this corporation is as follows:

6740 S.W. 89th Terrace, Miami, FL 33156-1734

The names and address of the initial directors of this corporation and its principal office are:

<u>Name</u>	<u>Address</u>
President Walter F. Brewer	6740 S.W. 89th Terrace Miami, FL 33156-1734

Vice President Tom F. Brewer	13030 S.W. 133rd Court Miami, FL 33186
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7. **Incorporator(s).** The name(s) and address(es) of the Incorporator(s) signing these Articles of Incorporation (is) (are):

<u>Name</u>	<u>Address</u>
John R. Sutton	7721 SW 62 Avenue South Miami, Florida 33143

8. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator have executed these Articles of Incorporation this 24 day of March, 2000.



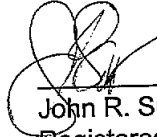
JOHN R. SUTTON  
Incorporator

2000 MAR 27 AM 8 49

**ACCEPTANCE BY REGISTERED AGENT**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I HEREBY am familiar with the and accept the duties and responsibilities as  
Registered Agent for the Corporation.



John R. Sutton, Esquire  
Registered Agent

STATE OF FLORIDA:

COUNTY OF MIAMI-DADE:

BEFORE ME, the undersigned authority, personally appeared John R. Sutton, to  
me known to be the persons who executed the foregoing Articles of Incorporation as  
Incorporator and Registered Agent, respectively, and they acknowledged to and before me  
that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24 day of  
March, 2000.



NOTARY PUBLIC, State of Florida

My commission expires:

(Seal)



Elizabeth Gede  
Commission # 00 863241  
Expires July 1, 2001  
Bonded Thru  
Atlantic Bonding Co., Inc.