

Law Offices of
STEPHEN B. ROSENTHAL
8142 North University Drive
Tamarac, Florida 33321
(954) 731-7755

P00000038033

April 6, 2000

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

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*****78.75 *****78.75

Incorporation of PAUL'S SOUTHERN CYCLE, INC.

Dear Sirs:

Enclosed please find the following relating to the above captioned matter:

- a) Articles of Incorporation for the above-named corporation;
- b) Designation of Registered Agent & Office of Registered Agent;
- c) This firm's trust account check for \$78.75 for filing fees and certified copy costs; and
- d) A self-addressed stamped envelope for your use.

Thank you for your anticipated prompt attention to this matter.

Sincerely,



STEPHEN B. ROSENTHAL

SBR/bg
Enclosures
cc: Paul Bauer

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00 APR 10 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PAUL'S SOUTHERN CYCLE, INC.**

ARTICLE I

The name of the corporation shall be PAUL'S SOUTHERN CYCLE, INC. and its mailing address shall be 1176 NW 51 Street, Fort Lauderdale, FL 33309.

ARTICLE II

This corporation shall have perpetual existence commencing upon the filing date of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE III

The Corporation may engage in any or all lawful business permitted by the laws of Florida and the United States of America.

ARTICLE IV

The Corporation shall have authority to issue 500 shares of common stock of \$1.00 par value which shall be designated "Common Shares".

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of the Corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The street address of the initial registered agent of this corporation shall be 8142 North University Drive, Tamarac, Florida 33321, and the name of the initial registered agent shall be Stephen B. Rosenthal, Esq..

ARTICLE VII

The incorporator(s) of the corporation signing these Articles is (are) whose address(es) is (are) as follows:

NAME & ADDRESS

Paul Bauer
1176 NW 51 Street, Fort Lauderdale, FL 33309

ARTICLE VIII

This corporation shall have one Director(s) constituting the initial Board of Directors. The number of Directors may be increased or decreased from time to time by the Bylaws. The name(s) and address(es) of the initial Board of Directors of this Corporation is (are):

NAME & ADDRESS

Paul Bauer 1176 NW 51 Street, Fort Lauderdale, FL 33309

ARTICLE IX


This corporation shall indemnify any officer or director, to the full extent permitted by law.

ARTICLE X

This corporation reserves the right to amend or repeal any provision 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 subscriber has set forth his hand and seal this


6th day of April, 2000.


Paul Bauer

STATE OF FLORIDA:
COUNTY OF BROWARD:

BEFORE ME, a notary public of the state of Florida, personally appeared Paul Bauer, who is known to me to be the person whose name is subscribed to this instrument, and who acknowledged before me that he executed the same for the purposes therein expressed on April 6, 2000.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6th day of April, 2000.

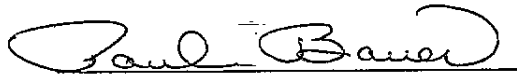

NOTARY PUBLIC



STEPHEN BARI ROSENTHAL
My Commission Expires April 21, 2000
Commission No. CC548982

**DESIGNATION OF AND ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
PURSUANT TO FLORIDA STATUTE 48.091**

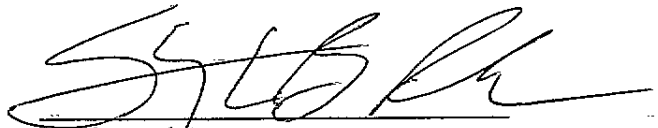
PAUL'S SOUTHERN CYCLE, INC., by and through its sole incorporator, Paul Bauer, hereby designates STEPHEN B. ROSENTHAL, ESQ. as its initial registered agent to accept service of process within Florida, and designates his office, whose street address is 8142 North University Drive, Tamarac, Florida 33321, as the initial registered office of the corporation.



Paul Bauer
President

Date: 4-6-00

I, STEPHEN B. ROSENTHAL, having been named to accept service of process for the above named corporation at the place designated in this certificate, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



Registered Agent

Dated: 4/6/00

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00 APR 10 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA