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MICHAEL J. APPLETON
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PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

June 14, 2000

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

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

Re: Articles of Incorporation of Victory Bicycles, Inc.

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of Victory Bicycles, Inc., together with a check for \$78.75 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the corporation's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before June 23, 2000.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd
Enclosures
cc: Diane C. Blake

EA\WPW\CLIENT\VICTORY\ART-INCLTR

EFFECTIVE DATE
6-14-00

FILED
00 JUN 19 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN 22 2000

EFFECTIVE DATE

6-14-00

ARTICLES OF INCORPORATION
OF
VICTORY BICYCLES, INC.

FILED
00 JUN 19 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be VICTORY BICYCLES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 6935 Old Cheney Highway, Orlando, Florida 32807.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 1031 W. Morse Blvd., Suite 105, Winter Park, Florida 32789. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is William P. Weatherford, Jr., Esq. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Diane C. Blake	6935 Old Cheney Highway Orlando, Florida 32807

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be three (3).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Address</u>
Diane C. Blake	6935 Old Cheney Highway Orlando, Florida 32807
Allen B. Sneller	6935 Old Cheney Highway Orlando, Florida 32807
James F. Spillane, III	6935 Old Cheney Highway Orlando, Florida 32807

ARTICLE VIII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Park, Florida, this 14th day of June, 2000.

Diane C. Blake
Diane C. Blake

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:



William P. Weatherford, Jr., Esq.

Date:

June 14, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA