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****122.50 *****78.75

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

FILED
00 JUL -5 PM 12: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: ROBIN'S BIKES & FITNESS, INC.

Enclosed is the original and one copy of the Articles of Incorporation for the above-named proposed Florida Corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing a certified copy.

Thank you for your assistance in this matter.

Sincerely,

Robin Wilke

EFFECTIVE DATE
07-08-00

Enclosure

W-17220
gx
7/7



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 7, 2000

ROBIN WILES
11275 W. EMERALD COAST PARKWAY, STE. 6
MARIMAR BEACH, FL 32550

SUBJECT: ROBIN'S BIKES & FITNESS, INC.
Ref. Number: W00000017220

We have received your document for ROBIN'S BIKES & FITNESS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

There can only be one registered agent listed.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 500A00037820

ARTICLES OF INCORPORATION
OF
ROBIN'S BIKES & FITNESS, INC.

FILED
00 JUL -5 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST:

The name of the corporation is **ROBIN'S BIKES & FITNESS, INC.**

SECOND:

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these articles and the period of duration of the corporation is perpetual.

EFFECTIVE DATE
07-03-00

THIRD:

The purpose for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

FOURTH:

The aggregate number of shares that the corporation shall have the authority to issue is one thousand (1,000) shares of One Dollar (\$1.00) per value common stock.

FIFTH:

The address of its principal and initial registered office is 11275 W. EMERALD COAST PARKWAY SUITE 6, MARIMAR BEACH, FLORIDA 32550 and the name of its initial registered agent at said address is **ROBIN WILKES.**

SIXTH:

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by or under the direction of the officers with or without a board of directors.

SEVENTH:

The name and address of the incorporator is as follows:

**DALLAS W. SMALLEY AND ROBIN WILKES
11275 W. EMERALD COAST PARKWAY
MARIMAR BEACH, FL 32550**

EIGHTH:

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the shareholders, unissued or treasury shares and such of the stock of this corporation as may be issued for money, or any property or services, from time to time, in addition to that stock authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned subscribers has executed these Articles of Incorporation of this 30TH day of JUNE, 2000.

Robin Wilkes

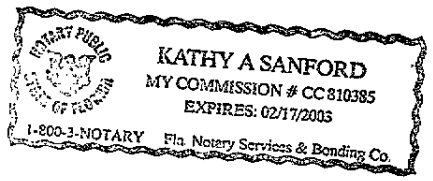
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00 JUL -5 PM 12:27
STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF BAY)

BEFORE ME the undersigned officer duly authorized in the State and County
aforesaid to take acknowledgments personally appeared Robin Wilkes, personally
known to me to be the person who executed the foregoing, and acknowledge that he
executed the same for the purposes therein expressed.

WITNESS MY hand and official seal this 3rd day of July, 2000.



Kathy A. Sanford
NOTARY PUBLIC
My commission expires:

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation,
at the place designated in these Articles, I hereby accept to act in this capacity, and
agree to comply with the provisions of Chapter 48.091, Florida Statutes, related to
keeping said office open.

Robin Wilkes