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CONRAD & SCHERER  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

REX CONRAD (1936-1999)  
WILLIAM R. SCHERER, P.A.  
GARY S. GENOVESE, P.A.  
WILLIAM V. CARCIOPPOLO, P.A.  
LINDA R. SPAULDING, P.A.  
REID A. COCALIS, P.A.  
W. EARL HALL, P.A.  
ALBERT L. FREVOLO, JR., P.A.  
RONALD A. FITZGERALD  
JAMES F. CARROLL  
PAUL R. LARKIN, JR.  
DOMINIC L. BRANDY

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OF COUNSEL

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MIKEL D. JONES\*  
ANDREW S. MAURODIS  
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JOEL STOCKER

\* ALSO ADMITTED IN  
NEW JERSEY, PENNSYLVANIA &  
WASHINGTON, D.C.

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633 SOUTH FEDERAL HIGHWAY  
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SUITE M-115  
MIAMI, FLORIDA 33130  
TELEPHONE (305) 856-9920

PLEASE REPLY TO:

Fort Lauderdale  
Direct Line (954) 847-3370

Secretary of State  
Corporation Division  
P.O. Box 6327  
Tallahassee, Florida 32314

300003382523--0  
-09/06/00--01011--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Downtown Bicycle Inc.

To whom it May Concern:

Enclosed please find a complete set of the Articles of Incorporation for Downtown Bicycle Inc. and well as a check in the amount of \$87.50, which represents the fee to open a corporation. I have also enclosed a self address stamped envelope within which to return the Certificate and Certified Copy.

Thank you for attention to this matter.

Very truly yours,

GARY S. GENOVESE

GSG/dmc  
Enclosures (stated above)

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00 SEP -5 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/8

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00 SEP - 5 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

DOWNTOWN BICYCLE, INC.

The undersigned incorporators of a corporation for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for the corporation:—

ARTICLE I

NAME

The name of the Corporation is DOWNTOWN BICYCLE, INC.

ARTICLE II

PRINCIPAL ADDRESS

The initial principal office and mailing address of the Corporation shall be: 713 East Broward Boulevard, Fort Lauderdale, Florida 33301.

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 shares

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Gary S. Genovese, Esquire  
633 South Federal Highway, Florida  
Lauderdale, Florida 33301

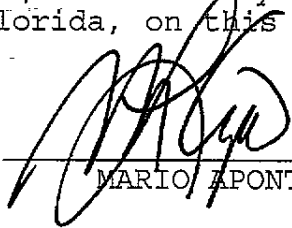
ARTICLE V

INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

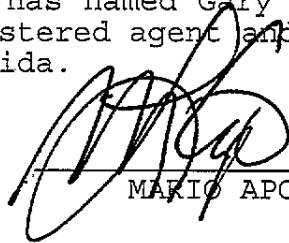
1. Mario Aponte  
713 east Broward Boulevard  
Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, the undersigned Incorporators have made and subscribed to the Articles, in the City of Fort Lauderdale, County of Broward, State of Florida, on this 31st day of August, 2000.

  
\_\_\_\_\_  
MARIO APONTE

DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT OF  
DOWNTOWN BICYCLE, INC.

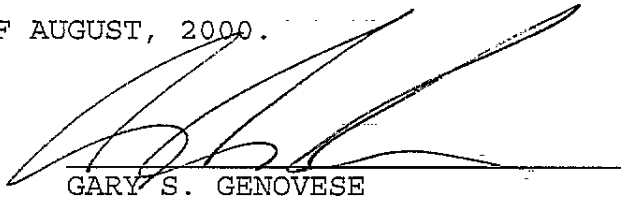
Pursuant to Sections 48.091 And 617.0501 of the Florida Statutes (1995), Downtown Bicycle, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 633 South Federal Highway, Fort Lauderdale, Florida 33301, has named Gary S. Genovese, Esquire, located thereat, as its registered agent and to accept service of process in the State of Florida.



MARIO APONTE

Having been named as the registered agent and to accept service in the State of Florida for the above-named corporation at the location designated herein, I hereby accept the appointment to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED THIS 31ST DAY OF AUGUST, 2000.



GARY S. GENOVESE

**FILED**  
00 SEP -5 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA