

LAW OFFICES OF
KENT AND CORMICAN, P.A.

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January 16, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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Re: R & S Cycles, Inc.
A Florida Corporation

Dear Sir or Madam:

Enclosed herewith please find an original and a copy of the Articles of Incorporation for R & S Cycles, Inc., along with a check in the amount of \$78.75 for your filing fee.

Thank you for your kind attention to this matter.

Sincerely,


RUSSELL L. CORMICAN, ESQ.

FILED
01 JAN 19 AM 8:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Mailing Address: Post Office Box 14486, Fort Lauderdale, Florida 33302-4486

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ARTICLES OF INCORPORATION
OF
R & S CYCLES, INC.

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01 JAN 19 AM 8:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I – NAME

The name of the corporation is: **R & S Cycles, Inc.**

ARTICLE II – PURPOSE OF CORPORATION

This corporation is organized for the purpose of engaging in or transacting any or all lawful business.

ARTICLE III – ADDRESS

The mailing address of the Corporation is:

R & S Cycles, Inc.
4905 N.E. 12th Avenue
Bay #3
Oakland Park, Florida 33334

ARTICLE IV – REGISTERED AGENT

The name and street address of the initial registered agent of this corporation is:

Samuel Boles
4905 N.E. 12th Avenue
Bay #3
Oakland Park, Florida 33334

ARTICLE IV – BOARD OF DIRECTORS

The name of each member of the Board of Directors for this corporation is:

Samuel Boles, and

Robert Santana.

The affairs of this corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

ARTICLE V – CAPITAL STOCK

This corporation is authorized to issue 1000 shares of par value \$1.00 common stock; with 500 shares issued to Samuel Boles, and 500 shares issued to Robert Santana.

ARTICLE VI – INCORPORATOR

The name and mailing address of the incorporator is:

Samuel Boles
4905 N.E. 12th Avenue
Bay #3
Oakland Park, Florida 33334

ARTICLE VII – CORPORATE EXISTENCE

These articles of incorporation shall become effective and the corporate existence will begin on January 16, 2001.

The undersigned incorporator executed these articles of incorporation on January 16, 2001.


SAMUEL BOLES
Incorporator: R & S Cycles, Inc.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE

Corporation:

R & S Cycles, Inc.

Registered Agent/Office:

Samuel Boles
4905 N.E. 12th Avenue, Bay #3
Oakland Park, Florida 33334

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



SAMUEL BOLES, Registered Agent

Date: