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January 30, 2001

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-02/01/01--01047--013
***122.50 ***78.75

SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Sun Cycles, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$122.50 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,

FB

Fabian Bagdes

FILED
01 FEB -1 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

2-2-01
10

ARTICLES OF INCORPORATION
OF
SUN CYCLES, INC.

FILED
01 FEB -1 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE ONE
NAME

The name of the corporation is--SUN CYCLES, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is organized is to operate a beach concession for profit. The concession will primarily involve the rental of cycles.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX
PRINCIPAL OFFICE

The address of the principal office of the corporation is: 908 Woodmere Circle, Ormond Beach, Florida 32174. This is also the mailing address of the corporation.

ARTICLE SEVEN
REGISTERED OFFICE

The street address of the registered office of the corporation is 908 Woodmere Circle, Ormond Beach, Florida 32174, and the name of the initial registered agent at such address is Jack G. Murnan.

ARTICLE EIGHT
DIRECTORS

The board of directors shall consist of the following members:

| | |
|-------------------|---|
| James A. Murnan | 908 Woodmere Circle Ormond Beach, FL 32174 |
| Tiffany A. Murnan | 908 Woodmere Circle Ormond Beach, FL 32174 |

ARTICLE NINE
INCORPORATORS

The name and address of the sole incorporator is: Jack G. Murnan, 908 Woodmere Circle, Ormond Beach, Florida 32174.

ARTICLE TEN
OFFICERS

The officers of the corporation shall be:

| | |
|-----------------|------------------------|
| James A. Murnan | 908 Woodmere Circle |
| President | Ormond Beach, FL 32174 |

| | |
|---------------------|------------------------|
| Tiffany A. Murnan | 908 Woodmere Circle |
| Secretary/Treasurer | Ormond Beach, FL 32174 |

ARTICLE ELEVEN
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

ARTICLE TWELVE
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, I have signed my name this 30th day of January, 2001.



Jack G. Murnan

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 30th day of January, 2001, before me, the undersigned authority, appeared JACK G. MURNAN, who is personally known to me or who has produced _____ as identification, and whose name is subscribed to the within instrument and having been duly sworn he acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.



Notary Signature

Seal:



Mary-Elle Bagdes
MY COMMISSION # CC787805 EXPIRES
November 29, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

NOTICE OF REGISTERED AGENT

TO: STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
01 FEB -1 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

SUN CYCLES, INC, a corporation organizing under the laws of the State of Florida, with its principal office at 908 Woodmere Circle, in the City of Ormond Beach, County of Volusia, in the State of Florida, has named Jack A. Murnan, who is located at 908 Woodmere Circle, Ormond Beach, Florida, as its registered agent to accept service of process within the State.

DIRECTOR:

James A. Murnan

Tiffany A. Murnan

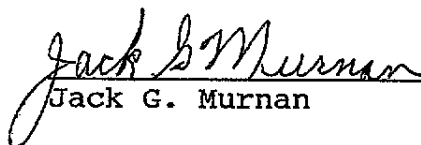
ADDRESS:

908 Woodmere Circle
Ormond Beach, FL 32174

908 Woodmere Circle
Ormond Beach, FL 32174

ACCEPTANCE:

I agree as resident agent to accept service of process; to keep office open during prescribed hours; to post my name (and the names of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place as required by law.



Jack G. Murnan