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March 19, 2001

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

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-03/21/01--01122--004
*****78.75 *****78.75

Re: Articles of Incorporation for Santos Trailhead Bicycle Shop, Inc.

Dear Sirs/Ladies:

I request that you find enclosed for filing the original Articles of Incorporation for the above referenced corporation and a check for \$78.75 representing the following fees:

Filing Fee	\$35.00
Designation of Registered Agent	35.00
Certified Copy	<u>8.75</u>
TOTAL	\$78.75

If all is in order, I would request that the Articles of Incorporation be properly filed and that the Certificate of Incorporation and certified copy of the articles be forwarded to the following address:

Santos Trailhead Bicycle Shop, Inc.
Attn: Dawn P. Phelps
6024 SE 119th Street
Bellevue, Florida 34420

Thank you in advance for your prompt attention to this matter.

Sincerely,

Dawn P. Phelps

Dawn P. Phelps

Enclosure

FILED
01 MAR 21 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SANTOS TRAILHEAD BICYCLE SHOP, INC.

FILED
01 MAR 21 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be SANTOS TRAILHEAD BICYCLE SHOP, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal business address of the corporation is 8900 S. US Highway 441, #20, Ocala, Florida 34480.

ARTICLE III. DURATION

The corporation shall have perpetual existence.

ARTICLE IV. PURPOSE

The corporation is organized for the general purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V. SHARES

The corporation is authorized to issue a maximum number of 1,000 shares of the par value of \$1.00 per share, all of which shall be common stock.

The shareholders of the corporation entitled to vote may enter into written agreements subjecting the disposition or transfer of any or all common stock of the corporation to reasonable restraint by sale, assignment, pledge, will, inter vivos gift, or any other method of transfer or encumbrance of said stock.

In the event that the holders of common stock of the corporation enter into an agreement wherein they impose reasonable restraints upon the transferability of the common stock of the corporation, such stock shall not be eligible for transfer on the books of the corporation unless and until all of the terms and conditions of such agreement are met.

Transfers of any class of stock of the corporation shall only be transferable upon the books of the corporation.

ARTICLE VI. INITIAL DIRECTORS

The corporation shall have at least one (1) director, but the bylaws may provide for such increase in number thereof as is authorized by law.

The Board of Directors of the corporation is authorized to fix the salaries of the corporate officers and directors regardless of whether or not such directors, when fixing such salaries, are fixing their own compensation for services rendered by them to the corporation, in whatever capacity.

The name and address of the member of the first Board of Directors is as follows:

NAME	ADDRESS
Dawn P. Phelps	6024 SE 119 th Street Bellevue, Florida 34420

ARTICLE VII. INITIAL OFFICERS

The corporation shall have a President, Vice President and Secretary/Treasurer, each of whom may be members of the Board of Directors, and the corporation may have any such other and additional officers as may be authorized by its bylaws.

The names and addresses of the initial officers are as follows:

NAME	ADDRESS	TITLE
Dawn P. Phelps	6024 SE 119 th Street Bellevue, Florida 34420	President and Secretary/Treasurer

Michael W. Phelps

6024 SE 119th Street
Bellevue, Florida 34420

Vice-President

ARTICLE VIII. REGISTERED AGENT

The initial registered office, the principal office and mailing address in this state of the corporation is 8900 S. US Highway 441, #20, Ocala, Florida 34480, and the name of the initial registered agent at such address is Dawn P. Phelps, who by execution hereof acknowledges that she is familiar with and accepts the duties and responsibilities as registered agent for said corporation and agrees to act in this capacity.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator of the Articles of Incorporation is as follows:

NAME	ADDRESS
Dawn P. Phelps	6024 SE 119 th Street Bellevue, Florida 34420

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE XI. AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at the shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII. INDEMNIFICATION

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

DATED this 19th day of March, 2001.

WITNESSES:

Gladys Myler

I accept the duties of registered agent.

Dawn P. Phelps

Dawn P. Phelps, Incorporator and
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR 21 PM 12:52

FILED

STATE OF FLORIDA
COUNTY OF MARION

Before me, the undersigned authority duly authorized to administer oaths and take acknowledgments in the State of Florida, personally appeared Dawn P. Phelps to me known to be the person described as incorporator and registered agent in and who executed the foregoing Articles of Incorporation and who has produced her Florida Driver's License as identification.

Witness my hand and official seal in the County and State aforesaid this 19th day of March, 2001.



Gladys Myler

My Commission CC793118

Expires November 24 2002

Gladys Myler

Notary Public

My Commission Expires: 11/24/02