

PO1000033324

JACOB H. SPEICHER

ATTORNEY AT LAW

March 23, 2001

COCOA

653 Brevard Avenue
Cocoa, FL 32922
Telephone (321) 637-9937
Reply to: Melbourne Office

MELBOURNE

2317 N. Wickham Road
Melbourne, FL 32935-8113
Telephone (321) 253-1131
Facsimile (321) 259-6225

Ms. Sandra B. Mortham
Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: FRANK'S CYCLE SHOP, INC.

Dear Ms. Mortham:

Enclosed, please find a check made payable to you in the amount of \$78.75 for payment of the following:

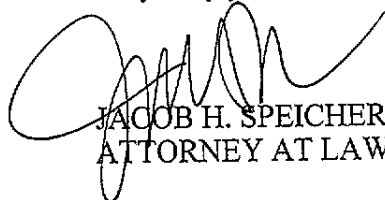
1. Filing Fee
2. Certified Copy of the Articles of Incorporation
3. Registered Agent Fee

I have also enclosed the ARTICLES OF INCORPORATION OF FRANK'S CYCLE SHOP, INC., a corporation for profit.

If you need additional information or any fees, please call me collect. If all is in order, please form the profit corporation and return a Certified Copy of the Articles and a certificate of incorporation to my office at your earliest convenience.

Thank you for your prompt attention to this matter.

Very truly yours,


JACOB H. SPEICHER
ATTORNEY AT LAW

JHS/rs
Enclosure(s)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
FRANK'S CYCLE SHOP, INC

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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

The name of the corporation is **FRANK'S CYCLE SHOP, INC.** The principal place of business shall be 631-6 Washburn Road, Melbourne, FL 32934. The mailing address shall be 631-6 Washburn Road, Melbourne, FL 32934.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue 500. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

The street address of the initial registered office of the corporation is 631-6 Washburn Road, Melbourne, FL 32934, and the name of the initial registered agent at such address is Warren Cramer.

ARTICLE VI

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

ARTICLE VII

It is the intent of the incorporator that this corporation will qualify under the Internal Revenue

Code as a Subchapter S Corporation and will seek the assistance of an Accountant to apply for and obtain all necessary documentation to that effect to qualify for all benefits available to said corporation and to meet with minimum requirements necessary to obtain the same.

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the corporation is one.
The name and street address of the initial members of the Board of Directors is:

**WARREN CRAMER
631-6 Washburn Road
Melbourne, FL 32934**

ARTICLE IX

The name and street address of each incorporator is:

**WARREN CRAMER
631-6 Washburn Road
Melbourne, FL 32934**

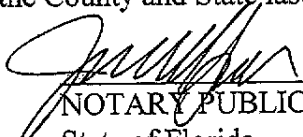
WHEREOF, the undersigned has hereto set her hand and seal on this 23 day of March, 2001, in the County of Brevard, State of Florida.


WARREN CRAMER, Incorporator

**STATE OF FLORIDA
COUNTY OF BREVARD**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **Warren Cramer**, who is personally known to me or who has produced a drivers license as identification and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 23 day of March, 2001.

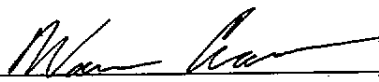

NOTARY PUBLIC
State of Florida
My Commission Expires:



Jacob H. Speicher
Commission # CC 930663
Expires June 6, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



WARREN CRAMER

Registered Agent

DATE: March 23, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA