

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P0100004/623

Cyclewise, Inc.

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-04/25/01--01015--011
*****78.75 *****78.75

X

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

X

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED
01 APR 25 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
01 APR 25 AM 10:32
DIVISION OF CORPORATION

Signature

Requested by:

KC 4/25

Name

Date

Time

Walk-In

Will Pick Up

J. BRYAN APR 25 2001

FILED
01 APR 25 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CYCLEWISE, INC.

The undersigned Incorporator of these Articles of Incorporation, a natural person competent to contract, hereby adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is CYCLEWISE, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States Of America and the State of Florida.

ARTICLE III - CAPITAL STOCK

The amount of the capital stock which the corporation shall have authority to issue is 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV - DURATION

The corporation is to exist perpetually commencing at the time of filing these Articles of Incorporation by the Department of State.

ARTICLE V - DIRECTORS

The corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but there shall never be more than four Directors. The name and street address of the initial Directors of this

corporation are: Pamela L. Breeden, 12231 Coconut Row Road, Palm Beach Gardens, Florida 33410 and Stephen L. MacLeod, 12231 Coconut Row Road, Palm Beach Gardens, Florida 33410

ARTICLE VI

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Stephen L. MacLeod, 12231 Coconut Row Road, Palm Beach Gardens, Florida 33410

ARTICLE VII

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

ARTICLE VIII

BY-LAWS

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make, alter or repeal the corporation.

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 631 U.S. Highway One, Suite 404, North Palm Beach, Florida 33408, the initial Registered Agent of this corporation at that address is Timothy K. Anderson, Esq.

ARTICLE X

INITIAL CORPORATE OFFICE

The street address of the initial corporate office of this corporation is

12231 Coconut Row Road, Palm Beach Gardens, Florida 33410

IN WITNESS WHEREOF, the undersigned being the Incorporator has executed these
Articles of Incorporation.


Stephen L. MacLeod, Incorporator


STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing Articles of incorporation of CYCLEWISE, INC. were acknowledged before
me this 23 day of April, 2001, by Stephen L. MacLeod, Incorporator.



NOTARY PUBLIC

My commission expires:

 Timothy K. Anderson
Commission # CC 674299
Expires Sep. 19, 2001
Bonded Thru
Atlantic Bonding Co., Inc.

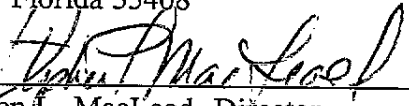
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CYCLEWISE, INC.

2. The name and address of the registered agent and office is:

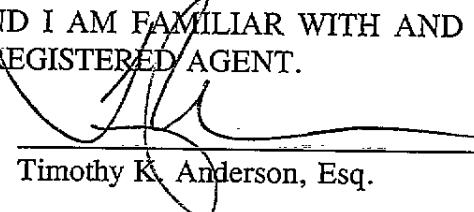
Timothy K. Anderson, Esquire
631 U.S. Highway One, Ste. 404
North Palm Beach, Florida 33408



Stephen L. MacLeod, Director

DATE 4/23/2001

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE 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.



Timothy K. Anderson, Esq.

DATE 4/23/2001

FILED
01 APR 25 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA