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Foundation
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FILED
01 MAY 23 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 21, 2001

State of Florida
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: CycleScience Racing, Inc.

300004302203--4

Dear Division of Corporations:

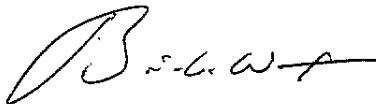
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*****70.00 *****70.00

Enclosed herein you will find one original and one copy of the proposed Articles of Organization of CycleScience Racing, Inc. Please file these Articles and return the copy to me at the address listed below.

I am including a check in the amount of \$70.00 to cover filing fees.

Your assistance is much appreciated. If you should have any questions, please do not hesitate to contact me.

Sincerely,



Brian K. Waxman

Enclosures
BKW/Fla.DivCorp.Filing. Le

6-9-01
WC

**ARTICLES OF INCORPORATION
OF
CYCLESOURCE RACING, INC.**

The undersigned hereby forms a Corporation under the following Charter of Articles of Incorporation:

ARTICLE I

The name of the corporation shall be CYCLESOURCE RACING, INC.

ARTICLE II

The principal office and mailing address of the Corporation is 13975 U.S. Highway One, Juno Beach, Florida 33408.

ARTICLE III

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV

The Corporation shall have the authority to issue 500 shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE V

The period of the Corporation's existence is perpetual.

ARTICLE VI

The street address of the initial Registered office of the Corporation is 13975 U.S. Highway One, Juno Beach, Florida 33408; and the initial Registered Agent of the Corporation at that address is MIKE ELLNER.

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ARTICLE VII

The number of Directors constituting this Corporation's initial Board of Directors is one (1), whose name and address is as follows:

MIKE ELLNER

13975 U.S. Highway One,
Juno Beach, Florida 33408.

ARTICLE VIII

The name and address of the Incorporator is MIKE ELLNER, 13975 U.S. Highway One, Juno Beach, Florida 33408.

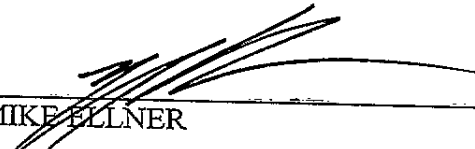
ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities Incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation of CYCLESCEIENCE RACING, INC. for the uses and purposes aforesaid this 11 day of May, 2001.


MIKE ELLNER

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First, that CYCLESOURCE RACING, INC, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 13975 U.S. Highway One, Juno Beach, Florida 33408, County of Palm Beach, State of Florida, has named MIKE ELLNER of the same address as its Agent to accept Service of Process within this state.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 11 day of May, 2001.



MIKE ELLNER
Registered Agent

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