APPROVED!

CAPITAL CONNECTION, INC.

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

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SECRETARY OF STATE TALLAHASSEE. FLORIDA

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			LTD Partnership FileForeign Corp. File
			Dissolution / Withdrawal
Signature			Vehicle Search Driving Record
Requested by:	8/3/01	2:25	UCC 1 or 3 File UCC 11 Search
Name	Date	Time	UCC 11 Retrieval
Walk-In	Will Pick U	p	COUNTON

ARTICLES OF INCORPORATION

OF_



PRO BIKE & HOTROD SUPER STORES, INC.

ARTICLE I. NAME

The name of this corporation is PRO BIKE & HOTROD SUPER STORES, INC

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE Y. PREEMPTIVE RIGHTS

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 already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 161 6th Ave., Indialantic, Florida, 32903, and the name of the initial registered agent of this corporation at that address is RAY ACKLEY.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially.

The number of directors may be either increased or diminished

from time to_time by the bylaws but shall never be less than

one. The name and address of the initial director of this

corporation are:

RAY ACKLEY DAVID SANDS RICHARD A. HAGAN
725 Brookside Dr. 1650 S. Banana Ridge Dr. 2260 S. Front St.
Indialantic, FL Merritt Island, FL Melbourne, FL
32903 32952 32901

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at

161 6th Ave., Indialantic, Florida 32903, and the mailing address
of the corporation is 161 6th Ave., Indialantic, Florida 32903.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

RAY ACKLEY
725 Brookside Dr.
Indialantic, Florida 32903

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 3/5/ day of July, 2001.

RAY ACKLEY

STATE OF FLORIDA COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared RAY ACKLEY to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official_seal in the County and State named above this 31^{57} day of July, 2001.

Notary Public



DESIGNATION AS REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That PRO BIKE & HOTROD SUPER STORES, INC. desiring to organize under the laws of the State of Florida, with its principal office at 161 6th Ave., Indialantic, Brevard County, Florida 32903, has named RAY ACKLEY, located at 161 6th Ave., Indialantic, Brevard County, Florida 32903, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

RAY ACKLEY

Registered Agent

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SECRETARY OF STATE