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LAW OFFICES

#### PARLADE & FIGUERAS

7050 S.W. 86TH AVENUE MIAMI, FLORIDA 33143-2426

ALBERTO J. PARLADE, ESQ. JUAN E. FIGUERAS, ESQ. TELEPHONE (305) 595-2300 FACSIMILE (305) 595-0408

September 17, 2001

Secretary of State
Division of Corporation
Caller Service #1500
Tallahassee, Florida 32302-1500

Re: Filing of Articles of Incorporation for: BIKE POINT CORPORATION

Dear Sir or Madam:

This office represents the above referenced Corporation.

Enclosed herein please find check covering the following fee:

- Filing Articles of Incorporation \$70.00 - Certificate of Good Standing \$8.75 TOTAL: \$78.75

Upon filing the Articles of Incorporation, please return the Certificate of Good Standing along with a copy of the Articles stamped "FILED" to the undersigned at your earliest possible convenience.

Should you have any questions and/or need any additional information do not hesitate to contact our office. Otherwise thank you for your attention in this matter.

Sincerely,

Kristina Saenz, Legal Assistant

/ks

Enclosures

# ARTICLES OF INCORPORATION OF BIKE POINT CORPORATION

3-1

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

#### ARTICLE I NAME

The name of the corporation shall be:

#### BIKE POINT CORPORATION

#### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9421 Fontainbleau Blvd. Unit 201 Miami, Florida 33172

#### ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is  $\underline{100.00}$  shares of One (\$1.00) Dollar par value each.

#### ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

ALBERTO J. PARLADE 7050 SW 86<sup>th</sup> Avenue Miami, Florida 33143

### ARTICLE V INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial Directors of this corporation are:

PETER BOSCHMANN 9421 Fontainbleau Blvd. Unit 201 Miami, Florida 33172

THOMAS A. CLAYTON 4837 Sweet Grass Lane Bonsall, California 92003

MARIA C. CLAYTON
4837 Sweet Grass Lane
Bonsall, California 92003

MARTA BOSCHMANN
9421 Fontainbleau Blvd.
Unit 201
Miami, Florida 33172

### ARTICLE VI INITIAL OFFICERS

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The names and street addresses of the initial officers of this corporation are:

PETER BOSCHMANN - President 9421 Fontainbleau Blvd. Unit 201 Miami, Florida 33172

THOMAS A. CLAYTON - Vice President 4837 Sweet Grass Lane Bonsall, California 92003

MARIA C. CLAYTON - Secretary
4837 Sweet Grass Lane
Bonsall, California 92003

MARTA BOSCHMANN - Treasurer 9421 Fontainbleau Blvd. Unit 201 Miami, Florida 33172

#### ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

PETER BOSCHMANN 9421 Fontainbleau Blvd. Unit 201 Miami, Florida 33172

#### ARTICLE VIII EFFECTIVE DATE

The effective date of these articles and the date that corporate existence shall begin is September /7-, 2001. The undersigned has executed these Articles of Incorporation this /7- day of September, 2001.

PETER BOSCHMANN

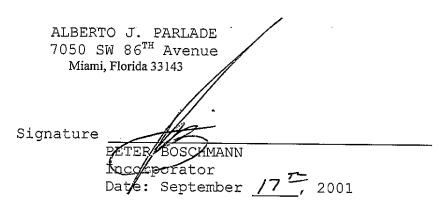
## CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of 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:

#### BIKE POINT CORPORATION

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



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 STATUES 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.

