

PC1000103916
LARRY D. KELLAR
ATTORNEY AT LAW

LARRY D. KELLAR

5514 N. DAVIS HWY., SUITE 105
PENSACOLA, FLORIDA 32503
(850) 479-1710

October 22, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700004653537--6
-10/25/01-01066-012
*****78.75 *****78.75

Re: Cycle Sports of Pensacola, Inc.
LDK File No: 4481

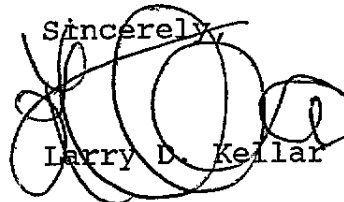
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for Cycle Sports of Pensacola, Inc., and Designation and Acceptance of Registered Agent. In addition, our check in the amount of \$78.75 is enclosed for your filing fee and a certified copy of the Articles.

Please file the original and return a certified copy of the Articles to the undersigned.

Thank you for your attention to this matter.

Sincerely,


Larry D. Kellar

enclosures

cc: Tom Pilcher

FILED
01 OCT 25 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS 10/26/01

ARTICLES OF INCORPORATION

01 OCT 25 PM 1:03

OFSECRETARY OF STATE
TALLAHASSEE, FLORIDACYCLE SPORTS OF PENSACOLA, INC.ARTICLE I - NAME

The name of this Corporation is CYCLE SPORTS OF PENSACOLA, Inc.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date of the effectiveness of these Articles. The corporation's existence shall commence effective the date its Articles are filed.

ARTICLE III

This Corporation is organized for the purpose of transacting any or all lawful business, including, but not limited to sales and service of bicycles and accesories.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of this same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 3423 N. 12th Ave, Pensacola, FL 32503.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is Larry D. Kellar, and the initial registered office address is 5514 North Davis Highway, Suite 105, Pensacola, FL 32503.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 2 Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Director of this Corporation is:

Thomas Pilcher - 10 W. Hernandez St., Pensacola, FL 32501

Brian D. Stone - 110 W. lakeview Ave, Pensacola, FL 32501

ARTICLE VIX - INCORPORATORS

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

Thomas A. Pilcher

10 W. Hernandez St.

Pensacola, FL 32501

ARTICLE X - BY-LAWS

The power to alter, adopt, amend or repeal the By-Laws of this Corporation shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned has/have hereunto set their hands and seal(s) to these Articles of Incorporation this

26 day of September, 2001.

Signed, sealed and delivered
in the presence of:

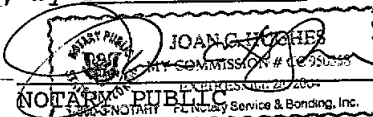
[Signature]
[Signature]

[Signature]
THOMAS PILCHER

STATE OF Florida

COUNTY OF Escambia

The foregoing instrument was acknowledged before me this 26
day of September, 2001, by THOMAS PILCHER.



My Commission Expires: _____

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION AND ACCEPTANCE

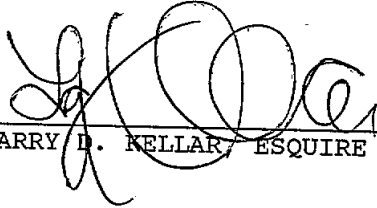
OF

REGISTERED AGENT OF

CYCLE SPORTS OF PENSACOLA, INC.

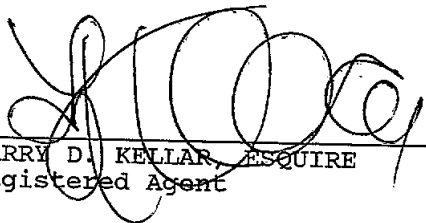
In accordance with Chapters 48 and 607, Florida Statutes, Cycle Sports of Pensacola, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 5514 North Davis Highway, Suite 105, Pensacola, FL 32503, has named Larry D. Kellar, Esquire., located thereat as its registered agent to accept service of process within the State.

By:


LARRY D. KELLAR, ESQUIRE

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby state that I am familiar with and accept the duties and responsibilities of registered agent for said corporation, and agree to act in that capacity and agree to comply with the laws of Florida applicable therein.

By:


LARRY D. KELLAR, ESQUIRE
Registered Agent

CPD#30