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December 19, 2001

Florida Department of State
Division of Corporations
New Filing Section
409 E. Gaines Street
Tallahassee, FL 32399

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-12/21/01--01020--012
*****78.75 *****78.75

Re: Articles of Incorporation - ALPINE BICYCLES, INC.

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation for Alpine Bicycles, Inc., together with the acceptance of R. Lane Lynchard as Registered Agent. Also enclosed is a check in the amount of \$78.75 to cover the cost of the filing fee and a Certificate of Status. Please feel free to call me if you have any questions.

Sincerely,



R. Lane Lynchard

RLL/dd
Enclosures

FILED
01 DEC 21 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE:
01-02-02

12-27-01
T.B.

ARTICLES OF INCORPORATION
OF
ALPINE BICYCLES, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act and providing for the formation, rights, and privileges of corporations for profit, hereby adopts the following Articles of Incorporation for such corporation;

ARTICLE I
NAME

The name of the corporation shall be ALPINE BICYCLES, INC., and its principal place of business shall be in the county of Santa Rosa, Florida, but it shall have the power and authority to establish branch offices at such places as may be designated by the Board of Directors.

EFFECTIVE DATE
12-02-02

ARTICLE II
EFFECTIVE DATE

The corporation shall begin its existence on January 2, 2002.

ARTICLE III
DURATION

The period of duration for this Corporation is perpetual.

ARTICLE IV
PURPOSE

The purpose of the Corporation is to engage in any business as permitted under the laws of the United States and the State of Florida, and to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes herein set forth.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
CAPITAL STRUCTURE

The corporation shall have authority to issue one thousand (1000) shares of common stock, all of one class, one dollar (\$1.00) par value per share.

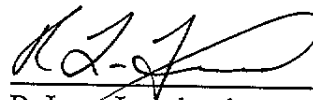
ARTICLE VI
PRINCIPAL OFFICE

The principal office of this Corporation shall be located in Santa Rosa County, Florida, and the post office address of said principal office of the Corporation shall be 3096 Gulf Breeze Parkway, Gulf Breeze, Florida 32563. The mailing address shall be the same.

ARTICLE VII
REGISTERED OFFICE

The street address of the Registered Office is 1811 Alhambra Street, Navarre, Florida 32566, and the name of the Registered Agent at said address is R. Lane Lynchard.

I hereby accept the appointment as Registered Agent and am familiar with the duties and responsibilities as Registered Agent of said corporation.



R. Lane Lynchard

12-19-01

Date

ARTICLE VIII
BOARD OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors, subject to the By-Laws of the Corporation. The number of directors constituting the Board of Directors, who shall hold office until their successors are elected and have qualified, is one whose name and address is as follows:

<u>Name</u>	<u>Address</u>
Russell Bennett	6839 Marlin Street, Navarre, Florida 32566

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Robin Bennett	6839 Marlin Street, Navarre, Florida 32566

 12-19-01

Robin Bennett Date