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FILED

02 MAR 18 PM 4:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 27, 2002

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*****122.50 *****78.75

To: Sec. Of State, Div. Of Corps.
From: Alex Borell, Esq

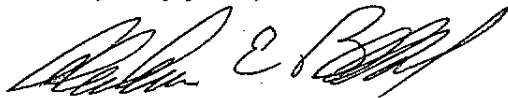
RE: Registration of Corporations.

To whom it may concern,

Attached I am sending you the articles of incorporation for two (2) corporations. Please take whatever steps are needed to process these documents.

Should you have any questions please feel free to contact me. If you are unable to reach me at my office, please call me on my cell phone at 786-586-5562.

Very truly yours,



Alexander E. Borell

Attachments

m02-6459
CB 3-19



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 7, 2002

ALEXANDER E. BORELL, ESQ.
201 SEVILLA AVENUE
SUITE 201
CORAL GABLES, FL 33134

SUBJECT: CYCLE SPORTS, INC.
Ref. Number: W02000006459

We have received your document for CYCLE SPORTS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 002A00013823

ARTICLES OF INCORPORATION

OF

CYCLE MOTOR SPORTS, INC.

FILED
02 MAR 18 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I.
NAME

The name of the Corporation is. CYCLE MOTOR SPORTS , INC.

ARTICLE II.
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III.
NATURE OF BUSINESS

The nature of the business to be conducted by the Corporation is:

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100) shares, all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) DOLLARS per share.

ARTICLE V.
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE VI.
REGISTERED OFFICE

The street address of the initial registered agent of the Corporation is:

555 NE 15 Street, 7725
Miami, FL 33132

The name of the registered agent at such address is: **JOE SPIRITI.**

ARTICLE VII.
PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation in the State of Florida is:

555 ne 15 Street, Suite 7725
Miami, FL 33132

ARTICLE VIII.
DIRECTORS

The initial Board of Directors of the Corporation shall consist of three members. Changes in the number of members comprising the Board of Directors shall be made by amendment to the Corporation's By-laws.

The names and addresses for the one (1) member of the first Board of Directors is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------|---|
| JOE SPIRITI | 555 NE 15 Street, Suite 7725, Miami, FL 33132 |

ARTICLE IX.
INCORPORATOR

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------|---|
| JOE SPIRITI | 555 NE 15 Street, Suite 7725, Miami, FL 33132 |

ARTICLE X.
OFFICERS

The names and addresses and title of the initial officer(s) of the Corporation are:

| <u>NAME/TITLE</u> | <u>ADDRESS</u> |
|------------------------|---|
| JOE SPIRITI, President | 555 NE 15 Street, Suite 7725, Miami, FL 33132 |

ARTICLE XI.
INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XII.
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER
PRE-INCORPORATION EXPENSES; ADOPTION OF CONTRACTS

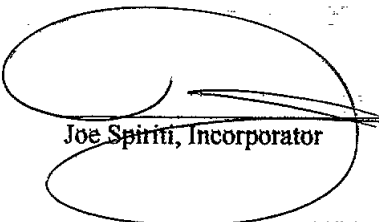
The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its Director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation

of the Corporation. The Director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XIII
RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any rights inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21 day February, 2002.



Joe Spiriti, Incorporator

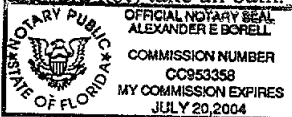
STATE OF FLORIDA }

{s.s.

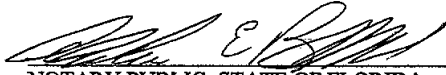
COUNTY OF DADE }

THE FOREGOING instrument was acknowledged before me this 21 day of February, 2002, by Joe Spiriti as Incorporator of * on behalf of the corporation, who has produced his driver's license as identification (or is personally known to me) and did (did not) take an oath.

* CYCLE MOTOR SPORTS, INC.



my commission expires:



NOTARY PUBLIC, STATE OF FLORIDA

CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA NAMING AGENT UPON WHOM MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

* CYCLE MOTOR SPORTS, INC.

FIRST: THAT, * desiring to organize or qualify under the laws of the State of Florida with its principal place of business at the CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED Joe Spiriti, whose address is 555 NE 15 Street, Suite 7725, Miami FL 33132, as its Agent to accept service of process.

DATE 2/28/02

SIGNATURE: 

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE- STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATE: 2/28/02

SIGNATURE: 