

Division of Corporations

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Valdosta Cycles, Inc.

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ARTICLES OF INCORPORATION
OF
VALDOSTA CYCLES, INC.

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is Valdosta Cycles, Inc. (the "Corporation"). The Corporation's initial principal office and mailing address are located at 580 SW Florida Gateway, Lake City, Florida 32024.

ARTICLE II

NATURE OF BUSINESS

The Corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1000) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares".

ARTICLE IV

TERM OF EXISTENCE

The term for which the Corporation shall exist shall be perpetual, commencing on the date of filing these Articles.

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ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation in the State of Florida is 12276 San Jose Boulevard, Suite 126, Jacksonville, FL 32223, and the name of the initial registered agent of this Corporation is Karen E. Wendzel. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John G. Aldous	580 SW Florida Gateway Lake City, Florida 32024
Patricia A. Aldous	580 SW Florida Gateway Lake City, Florida 32024
Gregory E. Mackey	8209 Atlantic Boulevard Jacksonville, Florida 32211

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ARTICLE VII

INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

NAME

ADDRESS

Karen E. Wendzel

12776 San Jose Boulevard, Suite 126
Jacksonville, Florida 32223

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the Corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

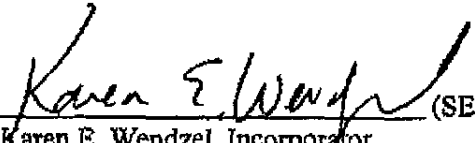
ARTICLE IX

PRE-EMPTIVE RIGHTS

Each Shareholder, upon the issuance of any additional stock or other type of security of the Corporation which is either equitable in nature or convertible into any security of stock which is equitable in nature, shall have the right to purchase his pro rata share thereof at the price at which such stock or other security is offered to others, which price may be in excess of par.

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IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, have hereunto set her hand and affixed her seal this 23rd day of September, 2003.

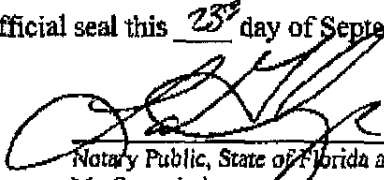
 (SEAL)
Karen E. Wendzel, Incorporator

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, personally appeared Karen E. Wendzel (✓) to me well known and known to me to be the individual described in or () who presented her drivers license or other identification _____ and who acknowledged to and before me that she executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal this 23rd day of September, 2002.


Notary Public, State of Florida at Large.
My Commission expires: _____

Type or Print name of notary

Commission No.



Laura E. Kennington
MY COMMISSION # 00753982 EXPIRES
October 14, 2004
BONDING THE TROY FARM INSURANCE, INC.

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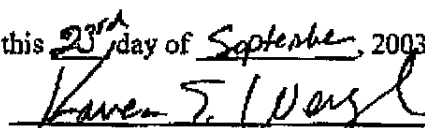
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

03 SEP 23 AM 8:53
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, Valdosta Cycles, Inc. desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in its articles of incorporation, being located at 580 SW Florida Gateway Drive, Lake City, Florida, has designated Karen E. Wendzel as its initial registered agent to accept service of process within this state, and has designated as its initial registered office the following address: 12276 San Jose Boulevard, Suite 126, Jacksonville, Florida, 32223.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Valdosta Cycles, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 12276 San Jose Boulevard, Jacksonville, Florida 32223.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 23rd day of September, 2003.


Karen E. Wendzel, as Registered Agent

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