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FLORIDA PROFIT CORPORATION OR P.A.

ultimate cyclewrks, inc.

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ARTICLES OF INCORPORATION

OF

ULTIMATE CYCLEWORKS, INC.

ARTICLE I - NAME

The name of this Corporation is ULTIMATE CYCLEWORKS, INC.

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PURPOSE

This 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

This Corporation is authorized to issue 3,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial Registered Agent of this Corporation is Isaac A. Velazquez, 5731 N.W. 151 Street, Miami Lakes, Florida 33014.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and addresses of the initial Director is:

<u>NAME</u>	<u>ADDRESS</u>
Isaac A. Velazquez	8090 West 23 Avenue, Bay 2 Hialeah, Florida 33016
Ariel Alfonso	8090 West 23 Avenue, Bay 2 Hialeah, Florida 33016

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Luciano S. Baez

8090 West 23 Avenue, Bay 2
Hialeah, Florida 33016

ARTICLE VII - LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the stockholder(s) or Director(s).

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by Law.

ARTICLE IX - PREEMPTIVE RIGHTS

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

ARTICLE X - INCORPORATOR

The person signing these Articles is Isaac A. Velazquez, 8090 West 23 Avenue, Bay 2, Hialeah, Florida 33016.

ARTICLE XI - OFFICES

The principal office of this Corporation and mailing address shall be established and maintained at 8090 West 23 Avenue, Bay 2, Hialeah, Florida 33016. This Corporation may also have offices at such places within or without the State of Florida as the Board may from time to time establish.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 3rd day of February 2004.


ISAAC A. VELAZQUEZ, Incorporator

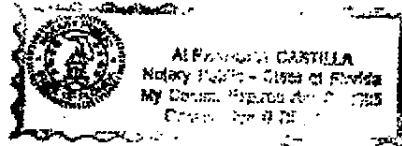
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Before me, a Notary Public authorized in the State and County set forth above, personally appeared ISAAC A. VELAZQUEZ, personally known to me to be the person, who as Incorporator, executed the foregoing Articles of Incorporation of ULTIMATE CYCLEWORKS, INC., and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3rd of February 2004.


NOTARY PUBLIC
Print Name:

My commission expires:



**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 REGISTERED AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that ULTIMATE CYCLEWORKS, INC., a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the city of Hialeah, County of Miami-Dade, State of Florida, has named ISAAC A. VELAZQUEZ, located at 5731 N.W. 151 Street, Miami Lakes, Florida 33014, as its agent to accept service of process within the State of Florida.

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Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties as provided in Section 607.325, Florida Statutes.

Dated this 3rd day of February 2004.


ISAAC A. VELAZQUEZ

Prepared by:

ISAAC A. VELAZQUEZ
& ASSOCIATES, P.A.
5731 N.W. 151 Street
Miami Lakes, FL 33014

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