

**Electronic Articles of Incorporation
For**

P04000027931
FILED
February 11, 2004
Sec. Of State

AMERICAN EAGLE BICYCLES INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

AMERICAN EAGLE BICYCLES INC

Article II

The principal place of business address:

2751 N PALM AIRE DRIVE
SUITE 304
POMPANO BEACH, FL. 33069

The mailing address of the corporation is:

2751 N PALM AIRE DRIVE
SUITE 304
POMPANO BEACH, FL. 33069

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

999

Article V

The name and Florida street address of the registered agent is:

JULIO A ROJAS
2751 N PALM AIRE DRIVE
SUITE 304
POMPANO BEACH, FL. 33069

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: JULIO A ROJAS

Article VI

The name and address of the incorporator is:

JULIO A ROJAS
2751 N PALM AIRE DRIVE SUITE 304
POMPANO BEACH, FL 33069

Incorporator Signature: JULIO A ROJAS

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
JULIO A ROJAS
2751 N PALM AIRE DRIVE SUITE 304
POMPANO BEACH,, FL. 33069

Title: VP
ATSUSHI TANAKA
2751 N PALM AIRE DRIVE SUITE 304
POMPANO BEACH,, FL. 33069

Title: VP
JUAN C VASQUEZ
2751 N PALM AIRE DRIVE SUITE 304
POMPANO BEACH, FL. 33069

Article VIII

The effective date for this corporation shall be:

02/11/2004