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FLORIDA PROFIT CORPORATION OR P.A.

e b c 2, inc.

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5

ARTICLES OF INCORPORATION

OF

EBC2, INC.

ARTICLE I - NAME

The name of this corporation is:

EBC2, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation is:

9200 South Dadeland Boulevard, Suite 508
Miami, Florida 33156

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business, including but not limited to the promotion of the sport of bicycling.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

| <u>NUMBER OF SHARES</u> <u>AUTHORIZED</u> | <u>PAR VALUE</u> <u>PER SHARE</u> | <u>CLASS OF</u> <u>STOCK</u> |
|--|--------------------------------------|---------------------------------|
| 100 | \$1.00 | Common |

Prepared By:
FRED E. GLICKMAN, ESQUIRE
Florida Bar No. 340766
Dadeland Towers, Suite 508
9200 S. Dadeland Boulevard
Miami, Florida 33156
(305) 670-0987

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ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT OF THE CORPORATION

The street address of the initial registered office of this corporation is 9200 South Dadeland Boulevard, Suite 508, Miami, Florida 33156, and the name of the initial registered agent of this corporation is FRED E. GLICKMAN, ESQ., 9200 South Dadeland Boulevard, Suite 508, Miami, Florida 33156.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of directors of the corporation, initially, shall be eleven. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the directors of this corporation are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------|--|
| Rafael Acosta | 9200 South Dadeland Boulevard, Suite 508 Miami, Florida 33156 |
| Mike Gomez | 9200 South Dadeland Boulevard, Suite 508 Miami, Florida 33156 |
| Fred Glickman | 9200 South Dadeland Boulevard, Suite 508 Miami, Florida 33156 |
| Joc Wascara | 9200 South Dadeland Boulevard, Suite 508 Miami, Florida 33156 |
| Marcia Rader | 9200 South Dadeland Boulevard, Suite 508 Miami, Florida 33156 |
| Larry Morat | 9200 South Dadeland Boulevard, Suite 508 Miami, Florida 33156 |
| Laurie Morat | 9200 South Dadeland Boulevard, Suite 508 Miami, Florida 33156 |

Marybeth Garcia

9200 South Dadeland Boulevard, Suite 508
Miami, Florida 33156

John Sabatier

9200 South Dadeland Boulevard, Suite 508
Miami, Florida 33156

Tom Burton

9200 South Dadeland Boulevard, Suite 508
Miami, Florida 33156

Alex Figueiredo

9200 South Dadeland Boulevard, Suite 508
Miami, Florida 33156

ARTICLE VIII - INCORPORATION

The name and address of the person signing these articles is:

Fred E. Glickman, Suite 508, 9200 South Dadeland Blvd., Miami, Florida 33156.

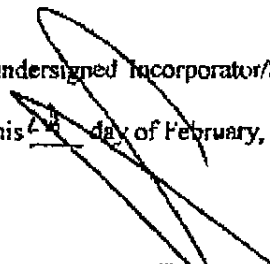
ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator/Subscriber and Registered Agent has executed these Articles of Incorporation this 4th day of February, 2005.



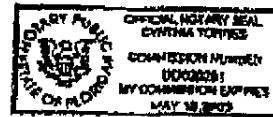
FRED E. GLICKMAN
Incorporator/Subscriber
and Registered Agent

HU5000002989

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me this 2 day of February, 2005 by Fred E. Glickman as Incorporator/Subscriber and Registered Agent.

Cynthia Torres
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:



Having been named to accept service of process for the above styled corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in said capacity, and agree to comply with the provisions of Florida Statute § 48.091.

Dated: 2/2/05

FRED E. GLICKMAN, REGISTERED AGENT

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