

Jun 20 2005 10:15AM ECFS
Division of Corporations

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DIVISION OF STATE CORPORATION
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FLORIDA PROFIT CORPORATION OR P.A.

COOPER BIKE'S INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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SECRETARY OF STATE
DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION OF
COOPER BIKE'S INC.

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation is COOPER BIKE'S INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

6437 NW 171 STREET
MIAMI, FL. 33015

The mailing address of this corporation shall be:

6437 NW 171 STREET
MIAMI, FL. 33015

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 shares of \$1.00 per value common stock

ARTICLE IV INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The names and addresses of the initial board of directors are:

NAME	ADDRESS
FRANCISCO M. CATA President	6437 NW 171 STREET MIAMI, FL. 33015

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ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

FRANCISCO M. CATA.
6437 NW 171 STREET
MIAMI, FL. 33015

ARTICLE VI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

FRANCISCO M. CATA
6437 NW 171 STREET
MIAMI, FL. 33015



FRANCISCO M. CATA

JUNE 16, 2005
Date

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



FRANCISCO M. CATA

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ARTICLE VII DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE VIII NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IX PRE-EMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation 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 X AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

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2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XII INDEMNIFICATION

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

ARTICLE XIII DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XIV SHAREHOLDERS

This corporation shall have two (2) shareholders. The name and address of the shareholders are:

NAME	ADDRESS	SHARES
FRANCISCO M. CATA	6437 NW 171 STREET MIAMI, FL. 33015	50%
ROBERT THALHEIMER	1420 Atlantic Shores Dr. HALLANDALE, FL. 33009	50%