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From:  
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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**INNOVATIVE CYCLING TECHNOLOGIES INC.**

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
INNOVATIVE CYCLING TECHNOLOGIES INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, by these articles form a corporation for profit, pursuant to the laws of the State of Florida.

FIRST: The name of the corporation is Innovative Cycling Technologies Inc.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The nature of the business and the objects and purposes to be transacted and carried on are to engage in any business as lawfully permitted under the laws of the State of Florida and the United States of America.

FOURTH: The aggregate number of shares of Capital Stock which the Corporation has authority to issue is 5,000 (five thousand), all of which shall be one class of common stock having a par value of \$1.00 each.

FIFTH: The address of its initial registered office is 9495 Sunset Drive, Suite 230, Miami, Florida 33173, and the name of the initial registered agent at such address is Antonio L. Amador.

SIXTH: The initial board of directors will consist of two directors, whose names and addresses are:

President: Noel Aguilera, 7478 NW. 54<sup>th</sup> St., Miami, Florida 33166.

Vice/President: Ricardo Hernandez, 2720 SW. 20<sup>th</sup> St., Miami, Florida 33145.

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.

SEVENTH: The name and address of the incorporator is Noel Aguilera, 7478 NW. 54<sup>th</sup> St., Miami, Florida 33166.

EIGHTH: Preemptive Rights shall be as follows: Each shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the corporation convertible into or carrying a right to subscribe to acquire shares of any such unissued stock or treasury stock.

NINTH: The initial street address of the principal office of the Corporation in the State of Florida is, 7478 NW. 54<sup>th</sup> St., Miami, Florida 33166.

ELEVENTH: a. The Corporation adopts all contracts made on its behalf by the before-mentioned incorporator.

b. The Corporation authorizes its directors to approve reimbursement to the before-mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation and for any and all expenses incurred in the organization and formation of the Corporation.

TWELFTH: The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to the Articles of Incorporation. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon.

THIRTEENTH: The power to adopt, alter or repeal bylaws shall be vested in the board of directors and the stockholders, except that the board of directors may not amend or repeal any bylaw adopted by the stockholders if the stockholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of Innovative Cycling Technologies this 22nd day of December 2005. INC.

  
Noel Aguilera, INCORPORATOR

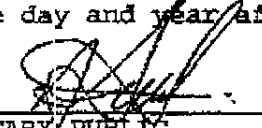
STATE OF FLORIDA:

: SS

COUNTY OF MIAMI DADE:

ON THIS 22<sup>nd</sup> day of December 2005, before me, a notary public duly authorized in the state of Florida, County of Miami-DADE, personally appeared, known to me to be the person described and who subscribed the above Articles of Incorporation, and who acknowledged that she executed the Articles of Incorporation for the purpose contained herein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.

  
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STATE OF FLORIDA



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CERTIFICATE DESIGNATING THE ADDRESS  
AND AGENT UPON WHOM PROCESS MAY SERVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Innovative Cycling Technologies, <sup>INC.</sup> desiring to organize as a Corporation for Profit under the laws of the State of Florida, which will have its principal office in Florida, has named Antonio L. Amador, located at 9495 Sunset Drive, Suite 230, Miami, Florida 33173, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-described corporation, at the place designated in this certificate, I agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I specifically accept the duties and obligations prescribed by Section 607.325, Florida Statutes.

Antonio L. Amador

Antonio L. Amador, REGISTERED AGENT

DATED 12/23/05

STATE OF FLORIDA:

: SS

COUNTY OF MIAMI-DADE:

SWORN TO AND SUBSCRIBED this 23<sup>rd</sup> day of December 2005.

[Signature] 12/23/05  
NOTARY PUBLIC/DATE

