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B. McKnight NOV 08 2006

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Riva South Cycle Rentals, Inc.

Signature _____

Requested by: WC

Date 11/7

Time 11:00

Name _____

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

_____ Cert. Copy _____

☒ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

Courier _____

ARTICLES OF INCORPORATION

RIVA SOUTH CYCLE RENTALS, INC.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES INCORPORATION, EACH COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 607.0201 FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION, PURSUANT TO CHAPTER 607, FLORIDA GENERAL CORPORATION ACT, AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I. NAME OF CORPORATION

The name of the Corporation is, and shall be RIVA SOUTH CYCLE RENTALS, INC.

ARTICLE II. GENERAL PURPOSE OF CORPORATION

The general purposes for which this Corporation is being initially organized are as follows:

- (1) The transaction of any and all lawful business for which corporations may be organized to transact under Chapter 607, Florida General Corporation Act.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be at 102550 Overseas Highway, Key Largo, Florida 33037, with the privilege of having additional offices at other places within or without of the State of Florida, and within or without the United States of America.

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation shall be at 3671 North Dixie Highway, Pompano Beach, Florida 33064, and its initial registered agent at such address shall be STEPHEN BAMDAS.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of Directors shall be two (2) and the name and address of each person who is to serve as a member thereof, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
STEPHEN BAMDAS	3671 North Dixie Highway Pompano Beach, Florida 33064
MICHAEL MARTIN	102550 Overseas Highway Key Largo, Florida 33037

ARTICLE VI. CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any one time shall be 1000 shares of common stock at no par value. There shall be only one class of shares.

ARTICLE VII. INCORPORATORS

The name and address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
STEPHEN BAMDAS	3671 North Dixie Highway Pompano Beach, Florida 33064

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DIVISION OF CORPORATIONS
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ARTICLE VIII. PREEMPTIVE RIGHTS OF STOCKHOLDERS

Every stockholder upon the sale for cash of any new stock, shall have the right to purchase his prorata share thereof, at the price at which it is offered to others.

ARTICLE IX. NUMBER OF DIRECTORS

The Board of Directors of the Corporation shall consist of the number of Directors serving on the initial Board of Directors. The number of Directors of the Corporation may be changed from the number of Directors serving on the initial Board of Directors at any time by affirmative vote of a majority of the stockholders.

ARTICLE X. EXERCISE OF CORPORATE POWERS

All Corporate powers shall be exercised by or under authority of the Board of Directors, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

ARTICLE XI. QUALIFICATION AND COMPENSATION OF DIRECTORS

Directors need not be residents of the State of Florida or stockholders of the Corporation. The compensation of the members of the Board of Directors shall be fixed by the Stockholders.

ARTICLE XII. REMOVAL OF DIRECTORS

Any or all Directors may be removed in accordance with the provisions of Section 607.0808, Florida Statutes.

ARTICLE XIII. EXECUTIVE COMMITTEES

The Board of Directors, by Resolution, adopted by a majority of the full Board of Directors, may designate from among its members, an executive committee, and one or more committees, each of which to the extent provided in such Resolution, shall have and may exercise all of the authority of the Board of Directors, except such acts set forth in Section 607.0830, Florida Statutes.

ARTICLE XIV. ACTION BY DIRECTORS WITHOUT A MEETING

Any action which may be taken at a meeting of the Directors or a committee thereof, may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the Directors of all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board of Directors or of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE XV. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time in accordance with the provisions of Chapter 607, Florida Statutes.

ARTICLE XVI. GENERAL POWERS

This Corporation shall have all powers which a Corporation of this nature, under the laws of the State of Florida, may legally exercise, including, but not limited to, all of those powers enumerated and set forth in Section 607.0302, Florida Statutes.

ARTICLE XVII. OFFICERS

The initial officer(s) of this Corporation shall be as identified hereinabove. Such other officers and assistant officers and agents as may be deemed necessary, may be elected or appointed

by the Board of Directors or chosen in such other manner as may be prescribed by the By-Laws. Any two or more offices may be held by the same person.

ARTICLE XVIII. DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence unless sooner dissolved, according to law; corporate existence shall commence upon the filing of these Articles of Incorporation, by the Department of State.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 3rd day of NOVEMBER, 2006.

Stephen Bmdas (SEAL)
STEPHEN BAMDAS

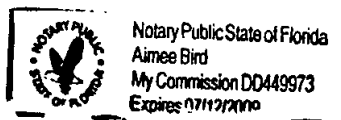
STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this 3rd day of NOVEMBER 2006, the foregoing Articles of Incorporation were acknowledged before me, under oath by STEPHEN BAMDAS who is/are either personally known to me or who presented _____ as positive identification.

My commission expires:

Aimee Bird
Notary Public



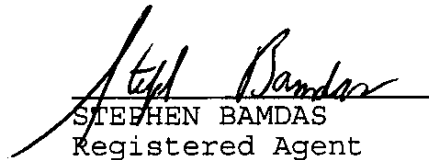
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVED

Pursuant to Section 607.0501, Florida Statutes, the following
is submitted in compliance with said section:

FIRST: RIVA SOUTH CYCLE RENTALS, INC. desiring to organize
under the laws of the State of Florida with its principal office,
as indicated in the articles of incorporation, has named STEPHEN
BAMDAS, 3671 North Dixie Highway, Pompano Beach, Florida 33064,
as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby accept and agree to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said
office.


STEPHEN BAMDAS
Registered Agent

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DIVISION OF CORPORATIONS
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