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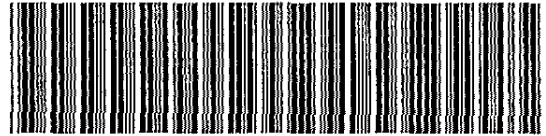
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TALLAHASSEE, FLORIDA

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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: ELECTRIC BICYCLE DISTRIBUTORS, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: PETER R. CLAFIN
Name (Printed or typed)

1629 POND GANNETT LANE
Address

JACKSONVILLE, FLORIDA 32259
City, State & Zip

(904) 287-6718
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ORIGINAL
✓

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ELECTRIC BICYCLE DISTRIBUTORS, INC.

The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is **ELECTRIC BICYCLE DISTRIBUTORS, INC..**

ARTICLE II. PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business of this corporation is at 1629 Pond Gannett Lane, Jacksonville, Florida 32259. The mailing address of this corporation is 1629 Pond Gannett Lane, Jacksonville, Florida 32259.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of engaging in the development, assembly, wholesaling and retailing of electric bicycles and related products and services, and to lawfully do all and everything necessary, suitable, and proper for the attainment of any of the purposes, the accomplishment of any and all rights, powers and privileges which are now or which may hereafter be conferred upon corporations organized pursuant to the corporation laws of the State of Florida, as they now exist or may be amended or supplemented.

ARTICLE IV. CAPITAL STOCK

A. The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$1.00 per share.

B. 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 prorata share, to the nearest whole share, at the price at which it is offered to others.

C. The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time to time hereafter, may become members, in the manner provided in the By-Laws.

D. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present.

E. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

ARTICLE V. DIRECTORS AND OFFICERS

A. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall be managed by the Board of Directors. This corporation shall have five (5) directors initially. The number of directors may be increased from time to time, by the By-Laws, but shall never be less than five or more than seven.

B. At least two members of the Board of Directors shall be members of the corporation.

C. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

D. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are:

Lowell E. Bunker, Jr., President	10557 Old Plank Road Jacksonville, Florida 32220
Peter R. Claflin, Vice-President	1629 Pond Gannett Lane Jacksonville, Florida 32259.
Jill A. Bunker	10557 Old Plank Road Jacksonville, Florida 32220
Julia L. Holloway	8152 Sarcee Trail Jacksonville, Florida 32244
Janet C. Martin	1660 Pond Gannett Lane Jacksonville, Florida 32259.

E. The officers of the corporation shall be a President, a Vice-President, and a Secretary-Treasurer, and such other officers as may be provided in the By-Laws.

F. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

Lowell E. Bunker, Jr., President 10557 Old Plank Road
 Jacksonville, Florida 32220

Peter R. Claflin, Vice-President 1629 Pond Gannett Lane
 Jacksonville, Florida 32259

Jill A. Bunker, Secretary-Treasurer 10557 Old Plank Road
 Jacksonville, Florida 32220

G. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

H. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

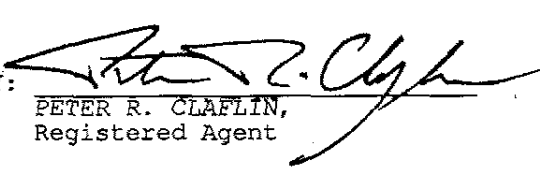
I. Upon proper notice the By-Laws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

A. The resident agent for this corporation duly organized and existing under the laws of the State of Florida is PETER R. CLAFLIN, located at 1629 Pond Gannett Lane, City of Jacksonville, County of St. Johns, Florida 32259, who is authorized as its agent to accept service of process within the state.

B. Having been named to accept service of process for ELECTRIC BICYCLE DISTRIBUTORS, INC., at the place designated in paragraph VI-A herein, I hereby accept to act in this capacity and agree to comply with the provision of Act relative to keeping open said office at said address.

BY:


PETER R. CLAFLIN,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII. SUBSCRIBERS

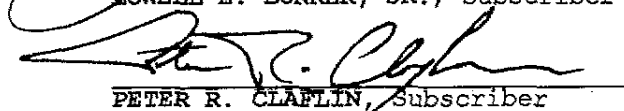
The names and residences of the subscribers to these articles are:

Lowell E. Bunker, Jr., President 10557 Old Plank Road
 Jacksonville, Florida 32220

Peter R. Claflin, Vice-President 1629 Pond Gannett Lane
 Jacksonville, Florida 32259

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals, this 2TH day of March, A.D., 2007, for the purpose of forming this corporation under the laws of the State of Florida.


LOWELL E. BUNKER, JR., Subscriber


PETER R. CLAFLIN, Subscriber

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TALLAHASSEE, FLORIDA