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FLORIDA PROFIT/NON PROFIT CORPORATION

SPINNING CRANK, INC.

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**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPINNING CRANK, INC.

The undersigned hereby subscribes to these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the corporation shall be SPINNING CRANK, INC. The principal office of the corporation shall be established and maintained at 16242 State Road 54, Odessa, Florida 33556. The mailing address of the corporation shall be 16242 State Road 54, Odessa, Florida 33556. The directors of the corporation may from time to time move the principal office to other addresses in Florida.

ARTICLE II - PURPOSE

The general nature of business, objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

To purchase, lease, own or otherwise acquire real estate, and to mortgage and encumber the same; to erect, manage, care for, maintain, and extend and alter buildings thereon; to sell, contract for the sale and to convey real estate and interests therein; to borrow and lend money and to negotiate loans; to draw acceptances, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise; to subscribe for, take, acquire hold, exchange and deal in stocks, bonds, shares, obligations or securities of any government or authority, individual or corporation; to act as agents or brokers in the purchase and sale of any and all kinds of property, real or personal, and to charge and receive commissions therefor, and generally to make and perform contracts of any kind and description; to execute deeds of conveyance, assignments, leases and releases, and to extend and to receive any assignments or contracts therefor or relating thereto or connected therewith; to mortgage, purchase or otherwise acquire, and to hold, own, mortgage, pledge, sell, deliver or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of any and every class and description wherever situate; to engage in the sale of bicycles and bicycling accessories; to do

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any and all things whatsoever that may be necessary, expedient or convenient in or about the operation of the corporation's business; to act as broker, agent, factor or commission merchant in the purchase and sale of goods, wares, merchandise and personal property of any kind and every class and nature whatsoever, by or through agents and/or subsidiary corporations; and to do any and all things herein set forth to the same extent as natural persons might or could do as principals or agents, contractors or otherwise, and generally to execute such powers as may be vested in or incident to the business of a corporation under the laws of the State of Florida.

The enumeration of the special powers herein set forth shall not be considered as a limitation upon the powers of this corporation, but in addition thereto said corporation shall have all the powers authorized and usually granted to corporations organized under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The amount of capital stock authorized shall consist of 7,500 shares of common voting stock having a par value of \$1.00 per share payable in lawful money of the United States of America or in other property, intangible, but not in labor, services or stock, at a just valuation to be fixed by the Board of Directors or issued as partly paid when so ordered by the Board of Directors. The capital stock of the corporation may at any time increased or decreased as provided by the laws of Florida.

ARTICLE IV - 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 the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3321 Henderson Boulevard, Tampa, Florida 33609, and the name of the initial registered agent of this corporation is LARRY M. SEGALL.

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

SPINNING CRANK, INC. shall be managed by a Board of Directors. The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director is:

NAME**ADDRESS**

Geoffrey M. Lanier

3321 Foxridge Circle
Tampa, Florida 33618**ARTICLE VIII - ACTION WITHOUT MEETING**

Any action taken by the Board of Directors of this corporation without a meeting shall nevertheless be Board action if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

ARTICLE IX - CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE X - INCORPORATOR

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

NAME**ADDRESS**

Geoffrey M. Lanier

3321 Foxridge Circle
Tampa, Florida 33618**ARTICLE XI - SUBSCRIBER**

The name and post office address of the subscriber and the number of shares of stock which he agrees to take are:

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<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Geoffrey M. Lanier	3321 Foxridge Circle Tampa, Florida 33618	1,000

ARTICLE XII - OFFICERS

The following named persons shall act as officers of this corporation until their successors have been chosen and duly qualified:

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
Geoffrey M. Lanier - President/Secretary/Treasurer	3321 Foxridge Circle Tampa, Florida 33618

ARTICLE XIII - OFFICERS AS DIRECTORS

All officers of this corporation may be directors.

ARTICLE XIV - POWERS OF DIRECTORS

The directors shall have the power to hold their meetings and to have one or more offices and keep the books of the corporation, except the original or duplicate stock ledger, outside of the State of Florida, at such place or places as from time to time may be designated by the Bylaws or resolutions of the Board of Directors. Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XV - ASSIGNMENT OF STOCK

The original incorporators of this corporation shall have the right, after the organization of same, to assign to a person who may hereafter become a subscriber to the capital stock of this corporation, who upon acceptance of such assignment, shall stand in lieu of the original incorporator and assume and carry out all of the rights, liabilities and duties entailed by subscription, subject to the laws of the State of Florida.

ARTICLE XVI - INDEMNIFICATION

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

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ARTICLE XVII - 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 intentions that a certain amendment to these Articles of Incorporation be made. All right of shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of December, 2008.



GEOFFREY M. LANIER

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing Articles of Incorporation were acknowledged before me on this 15 day of December, 2008, by GEOFFREY M. LANIER, who () is personally known to me or (X) has produced a Florida driver license as identification.



LARRY M. SEGALL
MY COMMISSION # DD 814230
EXPIRES: September 6, 2012
Bonded Thru Budget Notary Services



NOTARY PUBLIC
My commission expires: 9/6/2012

ACKNOWLEDGMENT OF REGISTERED AGENT

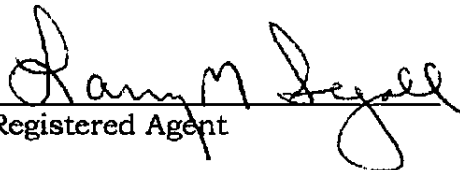
STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared LARRY M. SEGALL

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personally known to me to be the person who is nominated to act as the Registered Agent, and he acknowledged before me that he agreed to undertake said duty.


Registered Agent

IN WITNESS WHEREOF, I have set my hand and seal in the State and County aforesaid this 15th day of December, 2008.

[AFFIX NOTARIAL SEAL]


Print Name: _____
NOTARY PUBLIC, STATE OF FLORIDA



CAMILLE GAMBA
MY COMMISSION # DD 668777
EXPIRES: May 11, 2011
Bonded Thru Budget Notary Services

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