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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**CycleNation USA, Inc.
(P11000106392)**

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STATE OF FLORIDA
SECRETARY OF STATE

The undersigned, being the President of CycleNationUSA, Inc. (the "Corporation"), certifies that:

1. The present name of the Corporation is CycleNation USA, Inc. and the date of filing the original articles of incorporation of the Corporation with the Secretary of State of the State of Florida is December 16, 2011.
2. He is the duly elected and acting President of the Corporation.
3. In accordance with the Florida Business Corporation Act, this amendment to the Articles of Incorporation the Corporation was adopted and declared advisable by all of the directors of the Board of Directors of the Corporation at a meeting held on March 9, 2012. Holders of a majority of the shares of the Corporation's outstanding capital stock, entitled to vote on such matter then consented to the amendment, in the manner prescribed by the Florida Business Corporation Act.
4. The Articles of Incorporation of the Corporation are hereby amended and restated to read in full as follows:

ARTICLE I.

The name of this corporation is **BikeStreet USA, Inc.**

ARTICLE II.

The principal place of business and the mailing address of the Corporation in the State of Florida is

1200 Brickell Avenue
Suite 1900
Miami, Florida 33131.

ARTICLE III.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

AMENDED AND RESTATED ARTICLES
OF INCORPORATION

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ARTICLE IV.

A. Classes of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is Two Hundred million (200,000,000) shares, each with a par value of \$0.001 per share. One Hundred Seventy Five million (175,000,000) shares shall be Common Stock and Twenty Five million (25,000,000) shares shall be Preferred Stock.

B. Rights, Preferences and Restrictions of Preferred Stock. The Stock authorized by these Articles of Incorporation may be issued from time to time in one or more series. The Preferred Stock of the Corporation may be issued in one or more classes or series at such time or times and for such consideration as the Board of Directors of the Corporation may determine. Each class or series shall be so designated as to distinguish the shares thereof from the shares of all other classes and series. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless otherwise specifically set forth herein. The Board of Directors of the Corporation is expressly authorized, subject to the limitations prescribed by law and the provisions of this Articles of Incorporation, to provide, by adopting a resolution or resolutions, for the issuance of the undesignated Preferred Stock in one or more classes or series, each with such designations, preferences, voting powers, qualifications, special or relative rights and privileges as shall be stated in the Articles of Amendment to the Articles of Incorporation, which shall be filed in accordance with the Florida Business Corporation Act, and the resolutions of the Board of Directors creating such class or series.

C. Rights, Preferences and Restrictions of Series A Preferred Stock The first series of Preferred Stock shall be designated "Series A Preferred Stock" and shall consist of Sixteen Million (16,000,000) shares and the rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock are as set forth below in this Article IV(C).

1. Dividend Provisions. The holders of shares of Series A Preferred Stock shall be entitled to receive dividends out of any assets legally available therefor, payable when, as and if declared by the Board of Directors. Such dividends shall not be cumulative.

2. Liquidation.

a. Preference. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to \$0.42 (appropriately adjusted to reflect subsequent stock splits, stock dividends, combinations or other recapitalizations) for each share of Series A Preferred Stock then held by them, plus declared but unpaid dividends (appropriately adjusted to reflect subsequent stock splits, stock dividends, combinations or other recapitalizations).

b. Remaining Assets. Upon the completion of the distribution required by Section 2(a) above, the remaining assets of the Corporation available for distribution to

stockholders shall be distributed among the holders of the Common Stock pro rata based on the number of shares of Common Stock held by each.

c. Redemption. The Series A Preferred Stock is not redeemable.

d. Conversion. Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock at the time in effect for such share immediately upon liquidation or the Corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement under the Securities Act of 1933, as amended (the "Securities Act"), or, upon the Corporation's acquisition of or merger into a publicly traded corporation.

e. Mechanics of Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, it shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for such series of Preferred Stock, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of such series of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act the conversion may, at the option of any holder tendering such Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive Common Stock upon conversion of such Preferred Stock shall not be deemed to have converted such Preferred Stock until immediately prior to the closing of such sale of securities.

f. Reservation of Stock Issuable Upon Conversion. This Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock; and, if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, in addition to such other remedies as shall be available to the holder of such Series A Preferred Stock, this Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Certificate.

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be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Certificate.

g. Voting Rights.

h. General Voting Rights. Except as otherwise required by law, the holder of Series A Preferred Stock shall have no voting power, all of such rights being reserved to the holders of common stock.

D. Common Stock.

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed as provided in Section 2(b) of this Article IV.

3. Redemption. The Common Stock is not redeemable.

4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

ARTICLE VIII.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this right.

3. This Amended and Restated Articles of Incorporation has been duly approved and adopted by the stockholders of this Corporation.

March 19, 2012.



Kim Hackett, President

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