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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
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MIAMI FL 33135-
CONTACT: RAY STORMONT
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(((H95000000755))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SOBE CYCLES INC.
FAX AUDIT NUMBER: H95000000755
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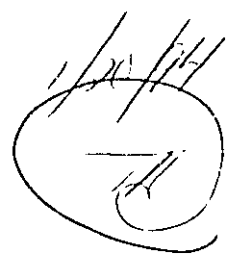
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TALLAHASSEE, FLORIDA

**ARTICLE OF INCORPORATION
OF
SoBe Cycles Inc..**

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE ONE

THE NAME OF THE CORPORATION SoBe Cycles Inc.

ARTICLE TWO

THE DURATION OF THE CORPORATION IS PERPETUAL

ARTICLE THREE

THE GENERAL PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED ARE:

1. TO ENGAGE IN THE BUSINESS OF ANY AND ALL LAWFUL BUSINESS CONNECTED WITH Retail
2. TO TRANSACT ANY OTHER LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT, AND ENGAGE IN ANY OTHER TRADE OR BUSINESS WHICH CAN, BE ADVANTAGEOUSLY CARRIED ON IN CONNECTION WITH OR AUXILIARY TO THE FOREGOING BUSINESS.
3. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FOREGOING OR NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

ARTICLE FOUR

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS 1000 SHARES. SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF \$ 1.00

LUIS G. BRITO
407 LINCOLN RD. 5B
MIAMI BCH., FL 33139
(305) 534. 9292
BRITO & BRITO ACCT.

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ARTICLE FIVE

THE STREET ADDRESS OF THE INITIAL REGISTERED AND PRINCIPAL OFFICE OF THE CORPORATION IS : LUIS G. BRITO, 407 LINCOLN RD SUITE 5-B MB, FL 33139 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS:
LUIS G. BRITO

ARTICLE SIX

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS One (1) THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS IS:

PRESIDENT Beatriz Vasquez 407 Lincoln Rd 5b Miami Beach, Fl 33139

SECRETARY

TREASURER

VICE PRESIDENT

ARTICLE SEVEN

THE NAME AND ADDRESS OF THE INCORPORATOR IS AS FOLLOWS:

Beatriz Vasquez I WITNESS WHERE OF, THE UNDERSIGNED HAS MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION AT MIAMI, FLORIDA

THIS 18 DAY OF January 1995



INCORPORATOR

Beatriz Vasquez

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STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS
IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED
Beatriz Vasquez KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO
EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE/SHE
ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THOSE ARTICLES OF
INCORPORATION.

IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND
COUNTY ABOVE, ON 18 DAY OF January, 1995.

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED
CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY
DUTIES.



REGISTERED AGENT
LUIS G. BRITO

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENT

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