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NEW FILINGS	AMENDMENTS	Section of the sectio	
Profit	Amendment		
NonProfit	Resignation of R.A., Office	r/Dispose	11
Limited Liability	Limited Liability Change of Registered Agent		2/192
Domestication	Dissolution/Withdrawal	<u>"</u> /	
Other	Merger		(////////////////////////////////////
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OTHER FILINGS	REGISTRATION/ QUALIFICATION		
Annual Report Fictitious Name	Foreign		
	Limited Partnership		
Name Reservation	Reinstatement		
	Trademark		
CRSE031(10/92)	Other	Examine	er's Initials
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ARTICLES OF INCORPORATION

OF

CAPTIVA CYCLES, INC.

The undersigned, for purposes of forming a corporation under the Florida General Co oration Act, hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of the corporation shall be:

Captiva Cycles, Inc.

The principal place of business of this corporation shall be:

11514 Andy Rosse Ln., Captiva, FL 33957

ARTICLE II.

The term of existence of the corporation is perpetual.

ARTICLE III.

The purpose of this corporation is to carry on any business, occupation, undertaking or enterprise and to exercise any power of authority which may be done by a private corporation organized and existing under and by virtue of Florida General Corporation Act.

ARTICLE IV.

This corporation is authorized to issue one thousand (1,000) shares of ONE DOLLAR (\$1.00) par value common stock, all of which shall be fully paid and non-assessable.

ARTICLE V.

The street address of the initial registered office of this corporation is

11514 Andy Rosse Ln., Captiva, FL 33957 and the name of the initial registered agent of this corporation at that address is

Mark J. Junkin

ARTICLE VI.

The business of this corporation shall be conducted by a board of directors which shall consist of one or more members, the exact number of said board of directors to be fixed from time to time by the bylaws of this corporation.

ARTICLE V11.

Each Shareholder shall have a preemptive right to purchase any treasury or unissued stock of this corporation pursuant to terms and conditions set by the Board of Directors.

ARTICLE VIII.

The name and post office address of the initial Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are as follows:

ADDRESS

Mark J. Junkin	11514 Andy Rosse Ln Captiva, FL 33957		
Paula A. Taylor	11514 Andy Rosse Ln Captiva, FL 33957		
OFFICERS	TITLE	ADDRESS	
Mark J. Junkin	President	11514 Andy Rosse Ln Captiva, FL 33957	
Paula A. Taylor	Vice President	11514 Andy Rosse Ln Captiva, FL 33957	
Paul W. Junkin	Secretary/ Traesurer	1 ¹ 514 Andy Rosse Ln Captiva, FL 33957	

DIRECTORS

ARTICLE IX.

The names and adresses of the incorporators are as follows:

Mark J. Junkin 11514 Andy Rosse Ln Captiva, FL 33957

IN WITNESS WHEREOF, I. the undersigned, have made, subscribed and acknowledged these Articles of Incorporation, this day of JAN . 1995.

Mark J. Junkin

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

Pursuaunt to Florida General Corporation Act, the following is submitted in compliance therewith:

THAT, Captiva Cycles, 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 as its agent to accept service of process
within this state:

Mark J. Junkin

ACCEPTANCE

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

Mark J. Junkun Registered agent