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APR 6 1995  
TALLAHASSEE, FLORIDA

April 2, 1995

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-04/07/95--01005--015  
\*\*\*\*122.50 \*\*\*\*122.50

Florida Secretary of State  
Division of Corporations  
New Filings Section  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Cycle Nutz, Inc.

To Whom It May Concern:

Please find enclosed for filing documents as follows:

Articles of Incorporation

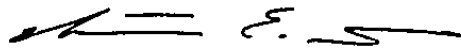
Certificate Designating Registered Agent/Registered Office with Acceptance

along with my check in the amount of \$122.50 in payment for the filing fee.

After filing of the above documents, please return a certified copy of the same to my attention at the above address.

Thank you for your cooperation in this matter.

Sincerely,



Christopher E. Mast, P.A.  
Attorney at Law

CEM/rp  
Enclosures (3)

4-11-95  
(TB)

ARTICLES OF INCORPORATION  
OF  
Cycle Nutz, Inc.

RECEIVED  
SECRETARY OF STATE  
JAN 13 - 5 PM 5:25  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Cycle Nutz, Inc..

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand shares of one dollar (\$1.00) par value common stock which shall be designated as "common shares."

#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 1900 J & C Boulevard and the name of the initial registered agent of this corporation at that address is Janet Byrd. The street address of the principal office is 1900 J & C Boulevard and the mailing address is the same.

#### ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by vote of the shareholders, however, there shall never be less than one director nor more than five.

The names and addresses of the initial Board of Directors of the corporation are:

David Nocera  
1900 J & C Boulevard  
Naples, FL 33942

Janet Byrd  
1900 J & C Boulevard  
Naples, FL 33942

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

David Nocera  
1900 J & C Boulevard  
Naples, FL 33942

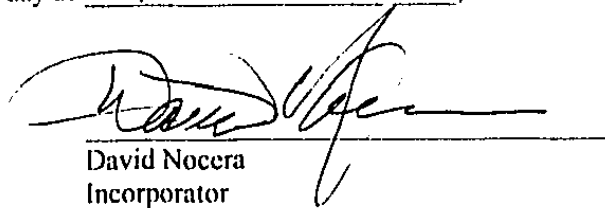
ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 29 day of MARCH, 1995.

  
David Nocera  
Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared David Nocera, known to be and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation and who produced a valid State of Florida Drivers License as identification.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 29th day of March, 1995.

Renee Linsea  
NOTARY PUBLIC, State of Florida  
My commission expires:



"OFFICIAL SEAL"  
Renee Linsea  
My Commission Expires 8/6/98  
Commission #CC 398601

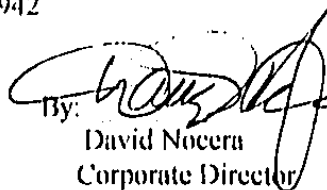
CERTIFICATE DESIGNATING  
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement designating the Registered Agent/Registered Office in the State of Florida.

1. The name of the corporation is:
2. The name and address of the registered agent and registered office is:

Janet Byrd  
1900 J & C Boulevard  
Naples, Florida 33942

DATED: 3/29, 1995

By:   
David Nocera  
Corporate Director

I having been named to accept service of process for the abovestated corporation at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and to act in that capacity, and I further state that I am familiar with, and accept, the obligations provided for in Section 607.0501, Florida Statutes, and to comply with the provisions of all other statutes relative to the proper and complete performance of my duties.

DATED: 3/29, 1995.

By:   
Janet Byrd