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LAW OFFICE OF  
JOSEPH H. CHUMBLEY  
6462 CENTRAL AVENUE  
ST. PETERSBURG, FLORIDA 33707

TELEPHONE: (813) 347-9601 FACSIMILE: (813) 347-2514

May 16, 1995

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State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: AZALEA BICYCLE SHOP, INC.

Dear Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation, both with original signatures, for the above company. Please file the original in you office and return a copy showing proof of the same.

Also enclosed, please find a check in the amount of \$122.50 for you services in this matter.

Thank you for you attention. Should you have any questions please do not hesitate to contact this office.

Sincerely,

*Joseph H. Chumbley*  
Joseph H. Chumbley  
enc/ld

STAMPED: MAY 19 AM 9:14

UFW 5122

ARTICLES OF INCORPORATION  
OF  
AZALEA BICYCLE SHOP, INC.

We the undersigned subscribers to these Articles of Incorporation, hereby make, subscribe, acknowledge and file this certificate for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:  
AZALEA BICYCLE SHOP, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

- A. Purchase, sell and repair bicycles.
- B. To have one or more offices, conduct its business and promote its objects without or within the State of Florida, other states, the District of Columbia, territories, possessions and dependencies of the United States, and in foreign countries without restriction as to place and amount.
- C. For any of the purposes of the corporation to enter into, make and perform contracts of every kind for the lawful purposes, firm and association or corporation, municipal political country territory, state government or colony or dependency thereof, and without limitation to borrow money and contract debts when necessary in the transaction of its business for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory note, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specific time or times, secured or unsecured, from time to time, for monies borrowed or in payment for any of the other objects or purposes of this corporation.
- D. To joint or consolidate with, to enter into agreements and cooperative relations contemplating the use of this corporation name or in contravention of law with any other persons, firms, associations or corporation, governmental, municipal or otherwise, in connection with carrying out of or any of the purposes of this corporation.
- E. To do all and everything necessary and proper for the accomplishment of any and all of the purposes or the attaining of any of the objects or the furtherances of any of the powers enumerated in this Certificate of Incorporation of any amendment thereof, necessary or incidental to the protection and benefit of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and powers of this corporation; and it hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

SECTY 18 AM 5-14

### ARTICLE III

#### MAXIMUM SHARES OF STOCK

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time shall be Ten thousand (10,000) shares of common stock, par value of One Dollar (\$ 1.00) per share.

### ARTICLE IV

#### SALE. TRANSFER, ETC. OF STOCK

The stockholders of this corporation shall have the right to enter into agreements by and between themselves, whether individual or jointly, relative to the sale, assignment, transfer, pledge, encumbrance or option of any type for and during the existence of any such agreement.

### ARTICLE V

#### AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS

The amount with which this corporation shall begin business shall not be less than Five Hundred Dollars (\$ 500.00). The capital stock may be paid in lawful money of the United States in whole or in part; or if the Board Of directors shall so determine, may be paid in property, labor or service at a just valuation thereof to be fixed by the Board of Directors at a regular meeting of the Board or at a meeting to be called for such purposes.

### ARTICLE VI

#### PRINCIPAL OFFICE

The initial post office address of the principal office of this corporation in the State of Florida shall be 7100 9th Avenue North, St. Petersburg, Florida, 33710. The Board of Directors may, from time to time, move its principal place of business to any other address in Florida, and may provide and establish such branch offices in such locations as they may see fit.

### ARTICLE VII

#### CORPORATE EXISTENCE

The term for which this corporation shall exist is and shall be perpetual.

### ARTICLE VIII

#### NUMBER OF DIRECTORS

The Board of Directors of this corporation shall not be less than two (2) nor more than five (5), one of whom may be elected Chairman of the Board by a majority of the chosen at an annual meeting of the stockholders of this corporation. Vacancies in the Board of Directors shall be filled by the members of the Board of Directors remaining in the office until the next election.

### ARTICLE IX

#### NAMES AND ADDRESSES OF BOARD OF DIRECTORS

The names and addresses of the first Board of Directors who, subject to the provisions of this Certificate of Incorporation By-

Laws and the laws of the State of Florida, shall hold office for the first year next after this incorporation is effected or until their successors are elected and qualified are as follows:

Virginia K. Barber	1116 Robinson Dr., No. St. Petersburg, FL 33710
Bruce Barber	1116 Robinson Dr., No. St. Petersburg, FL 33710
Lisa Dahlstrom	6462 Central Avenue St. Petersburg, FL 33707

#### ARTICLE X

##### NAMES AND ADDRESSES OF SUBSCRIBERS

The names and post office address of each subscriber to this Certificate of Incorporation are as follows:

Virginia K. Barber	1116 Robinson Dr., No. St. Petersburg, FL 33710
Bruce Barber	1116 Robinson Dr., No. St. Petersburg, FL 33710
Lisa Dahlstrom	6462 Central Avenue St. Petersburg, FL 33707

#### ARTICLE XI

##### OFFICERS

The above-named persons shall be the officers of this corporation at the beginning of the corporation and until their successors shall be duly elected and qualified.

#### ARTICLE XIII

##### STOCKHOLDERS VOTE

Every Stockholder of Common Stock of record shall be entitled at each meeting of the stockholders of this corporation, and upon each proposal presented at such meeting, to one (1) vote for each and every share of stock standing in his name on the books of this corporation.

#### ARTICLE XII

##### OFFICERS AND TERMS

The officers of this corporation shall be President, one or more Vice-Presidents, a Secretary and a Treasurer, all of which shall be elected by the Board of Directors at the time and in the manner provided in the By-Laws, shall hold their respective offices for one (1) year or until their successors are duly elected and qualified; and shall have such powers and duties as may be prescribed by the By-Laws, or determined by the Board of Directors. Any persons may hold two (2) or more offices, except that the President shall not also be Secretary or Assistant Secretary of the said corporation.

ARTICLE XIV

AMENDMENTS

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 stockholder's meeting by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the subscribers have hereunto set their seals this 14th day of May, 1995.

Bruce Barber  
BRUCE BARBER, President

Virginia K. Barber  
VIRGINIA K. BARBER, Sec/Tre

Lisa M. Dahlstrom  
LISA M. DAHLSTROM, V. Pres.

STATE OF FLORIDA     )  
COUNTY OF PINELLAS )

I HEREBY CERTIFY, that on this day personally appeared before me, a Notary Public authorized to take acknowledgments in the state and County set forth above, BRUCE BARBER, VIRGINIA K. BARBER and LISA M. DAHLSTROM, well known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and they and each of them severally acknowledged before me that they signed and executed the same for the use and purposes therein set forth.

WITNESS my hand and official seal in the State and County above, this 14th day of May, 1995.

Joseph H. Churchill  
Notary Public  
My commission expires: 3/20/95

CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS AMY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

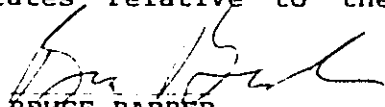
First, that AZALEA BICYCLE SHOP, INC., is a corporation duly organized and existing under the laws of the State of Florida with its registered office and principal place at 7100 9th Ave., No., St. Petersburg, County of Pinellas, State of Florida, has named BRUCE BARBER, as its agent to accept service of process within Florida.

Dated: 5/11/95

  
VIRGINIA K. BARBER, Director

  
LISA M. DAHLSTROM, Director

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, 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.

  
BRUCE BARBER  
Registered Agent

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