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DELRAY BEACH, FLORIDA 33483-4514  
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June 8, 1995

SECRETARY OF STATE  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

RE: Motovation Bicycle & Skate Shop, Inc.  
Articles of Incorporation

Ladies and Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Incorporation of Motovation Bicycle & Skate Shop, INC., together with a check in the amount of \$122.50 to cover the following:

Filing Fee	\$35.00
Certified Copy	52.50
Resigistered Agent Designation	<u>35.00</u>
<b>TOTAL</b>	<b>\$122.50</b>

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-06/13/95--01068--001  
\*\*\*\*122.50 \*\*\*\*122.50

Also enclosed is the executed Resident Agent Form.

Please send me a certified copy of the Articles of Incorporation in the return envelope.

Thank you for all your kind attention and cooperation in this matter.

Sincerely,

P. MICHAEL MANNING

PMM/mhh

Enclosures

**ARTICLES OF INCORPORATION  
OF  
MOTOVATION BICYCLE & SKATE SHOP, INC.**

**ARTICLE I**

The name of this corporation is MOTOVATION BICYCLE & SKATE SHOP, INC. and the initial place of business for said corporation shall be at: 5639 Western Way, Lake Worth, Florida.

**ARTICLE II**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation by the Secretary of the State of Florida.

**ARTICLE III**

This corporation is organized to engage in any activity or business permitted under the laws of the State of Florida and the United States.

**ARTICLE IV**

This corporation is authorized to issue 7500 shares of common stock with par value at \$1.00 per share.

The rights relative to the shares of common stock shall be as follows:

1. Voting Rights: Every share of common stock shall be entitled to vote on all general matters submitted to the vote of the shareholders in the election of directors.
2. Dividend Rights: Every share of common stock shall be entitled to such dividends, in cash or in kind, as may be declared, from time to time, by the Board of Directors, out of funds legally available for such purpose.
3. Liquidation Rights: Every share of common stock shall participate, pro-rata, in the assets of the corporation available for distribution, in the event of liquidation or dissolution of the corporation, whether such liquidation or dissolution is voluntary or involuntary.

#### **ARTICLE V**

The street address of the initial registered office of this corporation is 5639 Western Way, Lake Worth, Florida and the name of the initial registered agent of this corporation is Craig Barbaree.

#### **ARTICLE VI**

Management of this corporation shall be by the Board of Directors which shall consist initially of one director. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws, of the corporation. The name and address of the initial Director of this corporation is:

Craig Barbaree  
5639 Western Way  
Lake Worth, Florida 33463

#### **ARTICLE VII**

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

Craig Barbaree  
5639 Western Way  
Lake Worth, Florida 33463

#### **ARTICLE VIII**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

#### **ARTICLE IX**

The shareholders of this corporation shall not be entitled to remove any Director from office during his term without cause.

#### **ARTICLE X**

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

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 199\_\_\_\_.

Craig Barbaree  
Craig Barbaree, Incorporator

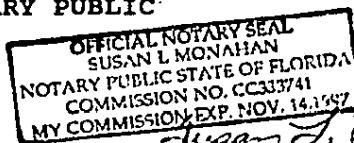
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Craig Barbaree, personally known to me or who produced \_\_\_\_\_ as identification, who executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10<sup>th</sup> day of MAY, 1995.

NOTARY PUBLIC



Susan L. Monahan  
P. Michael Manning SUSAN L. MONAHAN  
My Commission Expires:

CERTIFICATE OF  
DESIGNATION OF REGISTERED OFFICE & REGISTERED  
RESIDENT AGENT FOR SERVICE OF PROCESS OF  
MOTOVATION BICYCLE & SKATE SHOP, INC.

Pursuant to Chapters 607 and 48, Florida Statutes, the undersigned Incorporator of MOTOVATION BICYCLE & SKATE SHOP, INC., does hereby certify as follows:

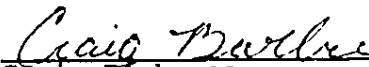
1. That the Registered Office of such corporation shall be and the same is located at 5639 Western Way, Lake Worth, Fl.
2. That the Registered Agent for service of process of such corporation shall be and same is Craig Barbaree, and the address is the same as the aforesaid registered office of the corporation.

  
Craig Barbaree, Incorporator

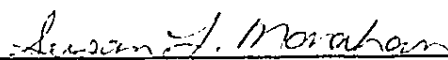
STATE OF FLORIDA

COUNTY OF PALM BEACH

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

  
Craig Barbaree  
Registered Resident Agent

Sworn to and subscribed before me this 10<sup>th</sup> day of MAY,  
1995.

  
Notary Public  
My Commission Expires:

