



Berry & Greusel
Attorneys at Law

1104 North Collier Boulevard • Marco Island, Florida 33937
Phone 941/394-8111 Fax 941/394-0549

Jamie B. Greusel
Licensed in FL and NJ

Russell S. Sharbaugh, Jr.
Licensed in FL and NJ

Dale E. Berry
of Counsel
Licensed in FL and IL

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July 14, 1995

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

Re: Scootertown, Inc.
File # 2814

Dear Secretary:

We enclose:

1. Articles of Amendment to Articles of Scootertown, Inc.;
2. Check in the amount of \$87.50;
3. Articles of Incorporation for Scootertown, Inc.;
4. Check in the amount of \$122.50.

Kindly file the Articles of Amendment to Articles for Scootertown, Inc. changing its name to Island Cyclery, Inc. and immediately thereafter file the Articles of Incorporation of Scootertown, Inc.

Sincerely,


Jamie B. Greusel

JBG/mh
Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 17 AM 11:39

FILED

FILED

95 JUL 17 AM 11:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SCOOTERTOWN, INC.

I. NAME

The name of the corporation is SCOOTERTOWN, INC.

II. TERM OF EXISTENCE

This corporation shall have perpetual existence.

III. NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and the Laws of the State of Florida.

IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, all shares, having a par value of One Dollar (\$1.00) per share.

V. PREEMPTIVE RIGHTS

The Stockholders of this corporation shall have preemptive rights as to any officer for the sale of shares of this corporation to third parties or individual shareholders of this corporation.

VI. INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 845 Bald Eagle Drive, Marco Island, Florida 33937. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

VII. INITIAL REGISTERED AGENT

The initial registered agent of the corporation is JAMIE B. GREUSEL, c/o Berry & Greusel, 1104 N. Collier Blvd., Marco Island, Florida 33937.

VIII. DIRECTORS

This corporation shall have one director initially. The number of directors, may, from time to time, be increased by By-Laws adopted by the stockholders. The name and address of the first member of the Board of Directors is Mark Trudeau, 845 Bald Eagle Drive, Marco Island, Florida 33937.


IX. SUBSCRIBER AND INCORPORATOR

The subscriber and incorporator to these Articles of Incorporation is Randy Dugan, 845 Bald Eagle Drive, Marco Island, Florida 33937.

X. 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 stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the stockholders and all the directors sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation on the 13th day
of July, 1995.



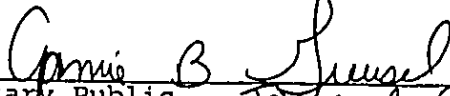
RANDY DUGAN

COUNTY OF COLLIER
STATE OF FLORIDA

The foregoing instrument was acknowledged before me
this 13th day of July, 1995 by _____
who is personally known to me or who has produced
_____ (type of identification) as
identification and who did (did not) take an oath.



NOTARY SEAL
JAMIE D. GREUSEL
My Commission Expires
Sept. 1, 1996
Comm. No. CC 221214



Notary Public Jamie D. Greusel
(typed name)
My Commission Expires:
Commission # _____

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


In compliance with Section 48.091 and 607.0501, Florida
Statutes the following is submitted:

SCOOTERTOWN, INC. desiring to organize or qualify
under the laws of the State of Florida, with its principal
place of business at Marco Island, Florida 33937, has named
Jamie B. Greusel, Berry & Greusel, 1104 N. Collier Blvd.,
Marco Island, Florida 33937 as its agent to accept service
of process within Florida.

Date: 7/13/95


RANDY DUGAN

Having been named to accept Service of Process for the
above stated 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 and complete performance of my
duties.


JAMIE B. GREUSEL

This instrument prepared by:

BERRY & GREUSEL, Attorneys at Law
1104 N. Collier Blvd.
Marco Island, Florida 33937
(813) 394-8111

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA