

P95000068179

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE N 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Dmc
9/5/95

W 95-17689

00789.005071 00671

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY *[Signature]*

WALK-IN *9-1 Dm*
 Will Pick Up

RE: *D+S Cycling Center, Inc.*
Enterprises, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input checked="" type="checkbox"/> Foreign Corp. Filing		
<input type="checkbox"/> () Cert Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep		
<input type="checkbox"/> FAX () pgs		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 1, 1995

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST., STE. 1
TALLAHASSEE, FL 32301

SUBJECT: D & S ENTERPRISES, INC.
Ref. Number: W95000017699

We have received your document for D & S ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 995A00040846

Corrected

FILED

95 SEP -5 PM 2:19

Articles of Incorporation
of
D & S CYCLING CENTER, INC.

FILE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATION NAME

The name of the corporation is:

D & S CYCLING CENTER, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging, in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of One Dollar (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

Mark L. Andrews
2027 US 27 South
Sebring, Florida 33870

The principal office, if known, or the mailing address of the corporation is:

213 US 27 South
Sebring, Florida 33870

ARTICLE VI - INITIAL DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-

Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

DANIEL F. ANDREWS
4022 WESTMINSTER ROAD
SEBRING, FLORIDA 33872

SHAWN R. LENIHAN
1725 KAREN BLVD.
SEBRING, FLORIDA 33870

ARTICLE VII
INCORPORATORS

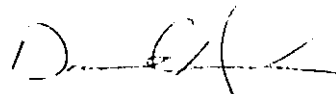
The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

DANIEL F. ANDREWS
4022 WESTMINSTER ROAD
SEBRING, FLORIDA 33872

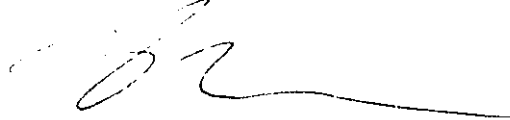
SHAWN R. LENIHAN
1725 KAREN BLVD.
SEBRING, FLORIDA 33870

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 25th. day of August, 1995.

Daniel F. Andrews



Shawn R. Lenihan



CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

D & S CYCLING CENTER, INC.

FILED

95 SEP -5 PM 12:19

TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

2027 US 27 SOUTH
Sebring, Florida 33870

has named Mark L. Andrews located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Mark L. Andrews

