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REFERENCE : 794147 839250

AUTHORIZATION :

COST LIMIT = \$ PREPAID

ORDER DATE : January 5, 1996

ORDER TIME : 12:20 PM

ORDER NO. : 794147

CUSTOMER NO: 83925A

CUSTOMER: Richard T. Morehead, Esq
RICHARD T. MOREHEAD, PA

920c 3rd Street

Neptune Beach, FL 32266

DOMESTIC FILING

NAME: BIKESMYTH, INC.

XX_____ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint D. Fuhrman

EXAMINER'S INITIALS:

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FILED
96 JAN -5 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 JAN -5 PM 1:09
DIVISION OF CORPORATION

T. BROWN JAN - 8 1996

ARTICLES OF INCORPORATION

OF

BIKESMYTH, INC.

FILED
96 JAN -5 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is BIKESMYTH, INC.

ARTICLE II

COMMENCEMENT AND DURATION

This corporation shall commence upon the filing of these Articles with the Secretary of the State of Florida and shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of engaging in the business of retail sales and service of bicycles, equipment, and related areas and other businesses as may be approved by the Board of Directors and which businesses are permitted under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of capital stock which this corporation is authorized to have is one hundred shares of common capital stock with a par value of one dollar per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2146 Sadler Road, Fernandina Beach, Florida 32034, and the name of the initial registered agent of this corporation at that address is J. Patrick Palmer.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may either be increased or diminished from time to time according to the By-Laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

John A. Palmer
1820 Forest Avenue
Neptune Beach, Florida 32266

Janet S. Palmer
1820 Forest Avenue
Neptune Beach, Florida 32266

J. Patrick Palmer
1820 Forest Avenue
Neptune Beach, Florida 32266

Shawn E. Palmer
1820 Forest Avenue
Neptune Beach, Florida 32266

ARTICLE VII

INCORPORATOR

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

J. Patrick Palmer
1820 Forest Avenue
Neptune Beach, Florida 32266

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval by the shareholders. The initial By-Laws of this corporation shall be adopted by the director.

ARTICLE IX

INITIAL ISSUE AND RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) and in the amount set opposite of their names:

John A. Palmer	49 Shares
Janet S. Palmer	49 Shares
J. Patrick Palmer	1 Share
Shawn E. Palmer	1 Share

Shares held by the initial stockholders listed above and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. The treasury stock of the corporation may only be issued with the approval of the shareholders.

ARTICLE X

OFFICERS

The name and post office address of the officers of this corporation who shall hold office for the first year of the corporation, until successors are elected or appointed and have qualified are as follows:

J. Patrick Palmer
President/Secretary
1820 Forest Avenue
Neptune Beach, Florida 32266

Shawn E. Palmer
Vice President/Treasurer
1820 Forest Avenue
Neptune Beach, Florida 32266

ARTICLE XI

SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XII

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case whether or not approval is required by law.

ARTICLE XIII

POWERS

This corporation shall have all of the corporation powers enumerated in the Florida General Corporation Act.

ARTICLE XIV

PRINCIPAL PLACE OF BUSINESS

The initial principal place of business for the corporation is 2146 Sadler Road, Fernandina Beach, Florida 32034.

ARTICLE XV

DIRECTOR COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation. Shareholders of the corporation may also serve as directors and/or officers of the corporation.

ARTICLE XVI

DIRECTORS QUORUM AND VOTING

The quorum for meeting of the initial Board of Directors shall be constituted by two directors. Thereafter, if the number of directors is increased, two-thirds of the directors shall constitute a quorum for a meeting of directors.

ARTICLE XVII

MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meeting by the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVIII

AMENDMENT

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto. All amendments to be approved by two-thirds vote.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of January, 1996.

J. Patrick Palmer
J. PATRICK PALMER

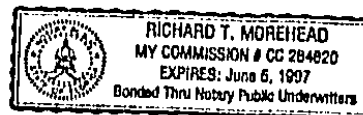
STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared J. PATRICK PALMER, known to me and who presented a Florida State Drivers License for identification and known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same for the purposes therein described.

WITNESS my hand and official seal this 4th day of January, 1996, at Neptune Beach, Duval County, Florida.

Richard T. Morehead
NOTARY PUBLIC
STATE OF FLORIDA
My Commission expires:



DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

WITNESSETH

That BIKESMYTH, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in Fernandina Beach, Florida, has named J. PATRICK PALMER, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named by the incorporator of BIKESMYTH, INC. to accept service of process for the Corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent for the Corporation, and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 4th day of January, 1996.


J. PATRICK PALMER
Registered Agent

FILED
96 JAN -5 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA