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REFERENCE # 84-001 95750

AUTHORIZATION

COST LIMIT is \$ 70.00

ORDER DATE : January 22, 1996

ORDER TIME : 10:33 AM

ORDER NO. = 814001.

CUSTOMER NO: 95750

900001694689

CUSTOMER: C. Ted French, Esq.
DICKINSON & GIBBONS, P A

1750 Ringling Boulevard

Sarasota, FL 34236

DOMESTIC FILING

NAME: MICHAEL'S BICYCLES, INC.

XX_____ARTICLES OF INCORPORATION
_____CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING::

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: MJP

EXAMINER'S INITIALS:

RECEIVED
96 JAN 22 AM 11:05
DIVISION OF CORPORATION

FILED
96 JAN 22 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN 22 1996

ARTICLES OF INCORPORATION
OF
MICHAEL'S BICYCLES, INC.

96 JAN 22 PM 3:13
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is: Michael's Bicycles, Inc., 4207 Bee Ridge Road, Sarasota, Florida 34233

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 3110 Jennings Drive, Sarasota, Florida 34236, and the name of its initial Registered Agent at that address is Michael McIntosh.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:


Michael McIntosh, 3110 Jennings Drive, Sarasota, FL 34236
William McIntosh, 525 Sheridan Road, Kenilworth, IL 60043


Article 7. Incorporators. The name and address of each Incorporator is as follows:

Michael McIntosh, 3110 Jennings Drive, Sarasota, FL 34236
William McIntosh, 525 Sheridan Road, Kenilworth, IL 60043

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 15 day of January, 1996.



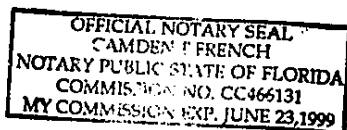
Michael McIntosh


William McIntosh

STATE OF FLORIDA)
 : SS.
COUNTY OF SARASOTA)

Before me personally appeared Michael McIntosh and William McIntosh, to me personally known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed and they did not take an oath.

WITNESS my hand and official seal this 15 day of January 1996.





Notary Public

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Michael's Bicycles, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 15 day of January, 1996.



Michael McIntosh
Registered Agent

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TALLAHASSEE, FLORIDA