

P96000013581

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

54 S.W. BOCA RATON BOULEVARD

BOCA RATON, FL 33432-4708

FILED

96 FEB -9 PM 2:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW YORK OFFICE
1120 NORTHERN BLVD.
MANHASSET, NEW YORK 11030

BOCA RATON (407) 361-9600
WEST PALM BEACH (407) 844-4090
FT. LAUDERDALE (305) 922-0930
FAX (407) 361-8770

EDWARD H. COHEN
JOELLE COOPERMAN
PAULA B. GOLD (RETIRED)
MICHAEL I. KOTLER **
ALLAN H. SCHWARTZ
RONALD M. ZAKARIN *
OSCAR H. GLICKSTEIN, OF COUNSEL

* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

February 6, 1996

VIA CERTIFIED MAIL, RECEIPT #P 605 954 403

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

RE: PRO-DYNAMIX, INC.

Dear Sir/Madam:

200001711882
-02/09/96--01098--004
****122.50 ****122.50

Enclosed please find an original and one copy of the Articles of Incorporation and Designation of Registered Agent for PRO-DYNAMIX, INC. for filing. Also enclosed is our firm's check in the sum of \$122.50 in payment of the following costs:

Filing Fee:	\$ 35.00
Certified Copy:	52.50
Certificate of Registered Agent:	<u>35.00</u>
Total	<u>\$122.50</u>

Kindly file the Articles of Incorporation and Designation of Registered Agent and return a conformed copy to the undersigned.

Very truly yours,

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

By:

Cheryl R. Clare
Cheryl R. Clare
Legal Assistant

/crc
Enclosures

FAWS2000\DOCUMENT\CHERYL\BIZZOTTO\SEC-ST.LT

2-13-96
21

ARTICLES OF INCORPORATION

OF

PRO-DYNAMIX, INC.

FILED

96 FEB -9 PM 2:29

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I

NAME

The name of this corporation is

PRO-DYNAMIX, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To own and operate a bicycle racing and promotion company.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify her from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV

TERM OF EXISTENCE

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

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 2901 Commerce Park Drive, Boynton Beach, Florida 33426. The initial registered agent of this corporation is **FIDE BIZZOTTO** with his address at 2901 Commerce Park Drive, Boynton Beach, Florida 33426. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director(s), 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 name and address of the initial Director of this corporation is:

FIDE BIZZOTTO

2901 Commerce Park Drive
Boynton Beach, Florida 33426

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

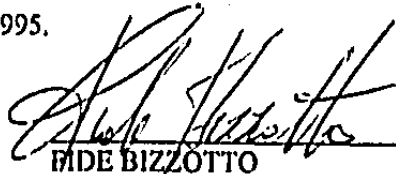
ARTICLE VIII

INCORPORATOR

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

FIDE BIZZOTTO
2901 Commerce Park Drive
Boynton Beach, Florida 33426

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 15 day of December, 1995.

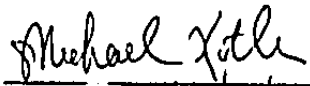

FIDE BIZZOTTO

STATE OF FLORIDA)

COUNTY OF Palm Beach)

Sworn to and subscribed before me this 15 day of December, 1995, by FIDE BIZZOTTO,
who is personally known to me (or who has produced _____ as
identification) and who did take an oath.

(SEAL)


Print Name: Michael Kotler
Notary Public, State of Florida



OFFICIAL SEAL
MICHAEL KOTLER
My Commission Expires
Dec. 8, 1996
Comm. No. CC 245399

FAWS2000\DOCUMENT\CHERYL\BIZZOTTO\ARTICLE.CRT

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

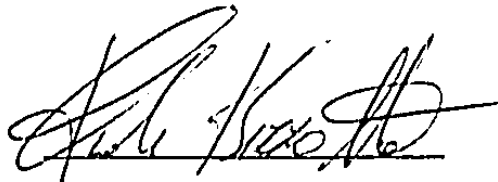
FILED
96 FEB -9 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 46.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **PRO-DYNAMIX, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Boynton Beach, County of Palm Beach, State of Florida has named **FIDE BIZZOTTO**, located at 2901 Commerce Park Drive, Boynton Beach, Florida 33426, its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



FIDE BIZZOTTO

(Registered Agent)

MAY-22-97 THU 10:33

KRAMER GREEN ZUCKERMAN K

FAX NO. 9548811005

P.01

P96000013581

ENTER SELECTION AND <CR>: 5/22/97 FLORIDA DIVISION OF CORPORATION
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000008542 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
CONTACT: SANDY TOMLIN
PHONE: (954) 966-2112

ACCT#: 073707002173

FAX #: (954) 901-1605

NAME: PRO-DYNAMIX, INC.

AUDIT NUMBER.....H97000008542

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

** INVALID SELECTION...PLEASE RE-ENTER **

ENTER SELECTION AND <CR>:

ALT-F10 HELP * VT-100 * FDX * 19200 E71 * LOG CLOSED * PRT ON * CR * CR
9548811005 FLORIDA DIVISION OF CORPORATIONS 6:00 PM
PUBLIC ACCESS SYSTEM

ELECTRONIC FILING COVER SHEET

RECEIVED

97 MAY 23 AM 7:16

FLORIDA DIVISION OF CORPORATIONS

SH 5/23
NC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY 23 AM 9:34

FILED

MAY-22-87 THU 18:33

KRAMER GREEN ZUCKERMAN K

FAX NO. 0549811805

P.02

MAY 18 '87 18:33 FROM:KRAMER, GREEN, ETAL.

004-001-1000

T-041 P.07

F-120

H97000008542

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PRO-DYNAMIX, INC.

FILED
97 MAY 23 AM 9 34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, President and Secretary of PRO-DYNAMIX, INC., a Florida corporation, hereby certify that the following resolution was adopted by the unanimous written consent of all of the directors and stockholders of the Corporation, by corporate action effective as of May 22, 1997.

RESOLVED, that Article I of the Articles of Incorporation of PRO-DYNAMIX, INC., be amended to read as follows:

"ARTICLE I

The name of this Corporation shall be PRO-DYNAMIX BICYCLE TEAM, INC."

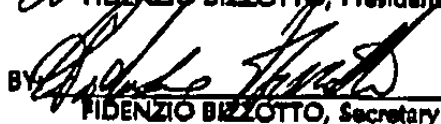
IN WITNESS WHEREOF, the undersigned have signed these Articles of Amendment this 22nd day of May, 1997 and have attached the corporate seal hereto.

PRO-DYNAMIX, INC.

BY:


FIDENZIO BIZZOTTO, President

BY:


FIDENZIO BIZZOTTO, Secretary

kahn@vms.cpro-dyn.com

- 1 -

Prepared by: Howard N. Kahn, Bar No. 724426, 4000 Hollywood Boulevard, Suite 485 South, Hollywood, FL 33021, phone: (954)966-2112

H97000008542