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TALLAHASSEE, FL 32301
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networks

PRIENTIAL
LEGAL & FINANCIAL SERVICES

Handwritten: P600016389

ACCOUNT NO. : 072100000032

REFERENCE : 054797 014140

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 21, 1996

ORDER TIME : 3:49 PM

ORDER NO. : 054797

CUSTOMER NO: 014140

CUSTOMER: Ms. Sarah L. Ayers
RUMPH STODDARD CHRISTIAN

Suite 101, 3100 Building
3100 University Boulevard S.
Jacksonville, FL 32216

100001720951
-02/22/96--01604--019
*****70.00 *****70.00

DOMESTIC FILING

NAME: CYCLE ACCESSORIES OF
JACKSONVILLE, INC.

EFFECTIVE DATE:

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: JENNIFER MORAN

EXAMINER'S INITIALS: _____

FILED
95 FEB 21 PM 10:36
SECTION 11 STATE
TALLAHASSEE, FL 32304

RECEIVED
56 FEB 21 PM 4:23
DIVISION OF CORPORATION

Handwritten: NR R96-716

T. BROWN FEB 22 1996

**ARTICLES OF INCORPORATION
OF
CYCLE ACCESSORIES OF JACKSONVILLE, INC.**

FILED
36 FEB 21 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is CYCLE ACCESSORIES OF JACKSONVILLE, INC.

ARTICLE II

This corporation shall have a perpetual existence.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

This corporation is authorized to issue One Hundred (100) shares of Ten Dollar (\$10.00) par value common stock.

ARTICLE V

The street address of the office of this corporation is 2880 St. Augustine Road, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation is J. QUINTON RUMPH, who will accept service at Suite 101, 3100 University Boulevard South, Jacksonville, Florida 32216.

ARTICLE VI

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial officer and Director of this corporation are:

Tom Kelly
2880 St. Augustine Road
Jacksonville, Florida 32207

President, Secretary & Treasurer

ARTICLE VII

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

Tom Kelly
2880 St. Augustine Road
Jacksonville, Florida 32207

ARTICLE VIII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI

Shares of capital stock of this corporation shall be issued initially to the following and in the amounts set forth opposite their name:

Tom Kelly	50 Shares
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ARTICLE X

The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE XI

The Board of Directors are authorized, with the approval of the stockholders, to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XII

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 Stockholders entitled

to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation this 20th day of February, 1996.



TOM KELLY

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME personally appeared Tom Kelly who being by me first duly sworn, and known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same as his free act and deed for the uses and purposes therein expressed. He is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County, aforesaid, this 20th day of February, 1996.



Notary Public

My commission expires:



J. QUINTON RUMPH
My Commission CC318268
Expires Oct. 10, 1997
Bonded by HAI
800-422-1865

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

Pursuant to Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

First, that CYCLE ACCESSORIES OF JACKSONVILLE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Jacksonville, County of Duval, State of Florida, has named J. Quinton Rumph, Suite 101, 3100 University Boulevard, Jacksonville, Florida 32216, as its agent to accept service of process within this State.

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


J. QUINTON RUMPH
Registered Agent

Dated: February 20, 1996

FILED
96 FEB 21 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA