

P9600021169

FILED  
96 MAR -5 AM 8:42  
TALLAHASSEE, FLORIDA

February 22, 1996

Secretary of State  
Tallahassee, Florida 32301

RE: Article of Incorporation  
MEGACYCLE SPORT II, INC.,

Dear Sirs:

Enclosed is an original and one copy of the Articles of Incorporation of MEGACYCLE SPORT II, INC., for recording as well as a check in the amount of \$122.50.

Yours truly,

  
Michael J. Zimmerman

MZ/gf  
encl.

500001733525  
-03/06/96--01007--001  
\*\*\*122.50 \*\*\*122.50

**Zimmerman, Marconi**  
CERTIFIED  
PUBLIC  
ACCOUNTANTS  
& Co., P.A.

13320 S.W. 128 STREET  
MIAMI, FLORIDA 33186

MAR 8 1996

ARTICLES OF INCORPORATION

OF

MEGACYCLE SPORT II, INC.

The undersigned subscriber to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida, Florida Statutes 607.001 et. seq., and the corporation so formed shall be for profit.

ARTICLE I - NAME, OFFICE & MAILING ADDRESS

The name of the corporation shall be: MEGACYCLE SPORT II, INC., located at 1388 WESTON ROAD, FT. LAUDERDALE, 33326.

ARTICLE II - TERM OF EXISTENCE

This corporation is to exist perpetually and shall commence at the time of filing these Articles.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be primarily Sales and Service of Bicycles and Accessories within and without the United States; as well as any other business now or in the future lawful in the State of Florida or any other jurisdiction where the corporation transacts business.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or instruments to secure the payment of corporate indebtedness.

FILED  
26 MAR -5 PM 4:20  
TALLAHASSEE, FLORIDA

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other jurisdictions, states and countries.

To purchase the assets of other corporations and to engage in the business of that corporation or other business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage pledge, or otherwise acquire or dispose of the shares of capital stock of, any bonds, securities, or other evidence of indebtedness created by any corporation of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

#### ARTICLE IV - CAPITAL STOCK

The corporation is authorized to have outstanding at any one time twenty-five thousand (25,000) shares of stock having a par value of \$1.00 (one dollar) per share, all of the same class.

#### ARTICLE V - INITIAL REGISTERED OFFICE

The initial registered office of the corporation shall be:  
c/o MICHAEL J. ZIMMERMAN, CPA 13320 SW 128th Street, Miami,  
Florida, 33186.

ARTICLE VI - INITIAL REGISTERED AGENT

The initial registered agent upon whom service of process shall be made is: MICHAEL J. ZIMMERMAN, CPA 13320 SW 128th Street, Miami, Florida, 33186.

ARTICLE VII - INITIAL DIRECTORS

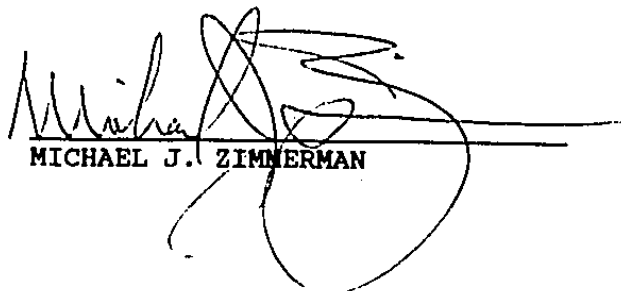
This corporation shall have one (1) initial director. The number of directors may be increased from time to time by the bylaws adopted by the stockholders. The name and post office address of the first board of directors is: CY MADDOX, located at 1388 WESTON ROAD, FT. LAUDERDALE, 33326.

ARTICLE VIII - INCORPORATORS

The name and post office address of the incorporator is: MICHAEL J. ZIMMERMAN, CPA 13320 SW 128th Street, Miami, Florida, 33186.

ARTICLE IX - AMENDMENTS

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.

  
MICHAEL J. ZIMMERMAN

STATE OF FLORIDA                    )  
COUNTY OF DADE                    )      SS

I HEREBY CERTIFY that on this date, before me, a notary public, duly authorized in the county and state aforesaid to take acknowledgments personally appeared MICHAEL J. ZIMMERMAN to me known to be the person described as the incorporator (subscriber) in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the county and state aforesaid this 22ND day of February, 1996.



VICTORIA E. FRENCH  
My Comm Exp. 11/16/96  
Bonded By Service Ins  
No. CC242082  
[Signature] [Over L.O.]

*Victoria E. French*  
NOTARY PUBLIC, State of Florida  
FILED  
96 FEB -5 AM 8:42  
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in that capacity and agree to comply with applicable law.

*Michael J. Zimmerman*  
MICHAEL J. ZIMMERMAN