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5/30/96
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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NAME: CUBA BICYCLES, INC.
FAX AUDIT NUMBER: H96000007597
DATE REQUESTED: 05/30/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$78.75
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
CURRENT STATUS: REQUESTED
TIME REQUESTED: 11:25:37
CERTIFICATE OF STATUS: 1
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 071001002335

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Signature]
5/30

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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF**

CUBA BICYCLES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I-NAME

The name of the corporation shall be:

CUBA BICYCLES, INC.

ARTICLE II-DURATION

The term of existence of the corporation is perpetual
sooner dissolved according to law.

ARTICLE III-PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Statutes of the State of Florida.

ARTICLE IV-CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 7500 at \$1.00 par value each share.

ARTICLE V-VOTING RIGHTS

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 holder of the outstanding Common Shares.

Prepared by: Ricardo Machin
3032 NW 7th Ave.
Miami, FL 33127
(305) 443-3046

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TALLAHASSEE, FLORIDA

ARTICLE VI-PREEMPTIVE RIGHTS

Every Shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VII-INITIAL REGISTERED OFFICE AND AGENTS

The street address of the initial principal office of this corporation is 3032 N.W. 7th Avenue, Miami, Florida 33127, and the name of the initial registered agent of this corporation at that address is Ricardo Machin 3032 N.W. 7th Avenue, Miami, Florida 33127.

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increase or diminished from time to time by the bylaws but shall never be less than 1. The names and addresses of the initial directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Ricardo Machin	3032 N.W. 7th Avenue Miami, Florida 33127	100%

ARTICLE IX-BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

ARTICLE X-CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI-CALLING OF SPECIAL MEETING

Special meeting of shareholders may be called by stockholders holding not less than 10% of the capital stock.

ARTICLE XII-SHAREHOLDER QUORUM AND VOTING

Fifty-one (51) per cent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at the meeting of shareholders. If the quorum is present, the affirmative vote of fifty-one (51) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII-INDemnIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


ARTICLE XIV-AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV-1244 STOCK

The capital stock of the corporation shall be issued in accordance with the provisions of Section 1244, Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of May, 1996

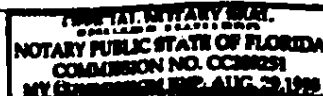

Ricardo Machin

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 30th day of May, 1996 by Ricardo Machin, who is personally known to me.


Notary Public, State of Florida

My commission expires: _____



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

CUBA BICYCLES, INC.

2. The name and address of the registered agent and office is:

Ricardo Machin
3032 N.W. 7th Avenue
Miami, Florida 33127

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Ricardo S.

DATE:

May 30, 1976

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06 MAY 30 PM 5:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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