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(((H96000010747))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: REVOLUTION BICYCLES, INC.
FAX AUDIT NUMBER: H96000010747 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/02/1996 TIME REQUESTED: 11:14:37
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 2 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 074403003061

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**ARTICLES OF INCORPORATION
OF
REVOLUTION BICYCLES, INC.**

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ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is REVOLUTION BICYCLES, INC., and its principal office or mailing address is: 6331 - 4th Street North, St. Petersburg, FL 33702.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

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

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 6490-3 Cape Hatteras Way, N.E., St. Petersburg, FL 33702, and the name of the initial registered agent is WILLIAM G. ADDLER.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have 2 directors. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

NAME

ADDRESS

WILLIAM G. ADDLER

6490-3 Cape Hatteras Way, N.E.,
St. Petersburg, FL 33702

CATHERINE H. ADDLER

6490-3 Cape Hatteras Way, N.E.,
St. Petersburg, FL 33702

Richard P. Caton, Esq.
Williamson, Diamond & Caton, PA
7843 Seminole Blvd.
Seminole, FL 38772 813-398-3600
SpN: #93010 FL Bar No: 347299

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ARTICLE 7: INCORPORATOR

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

NAME**ADDRESS**

WILLIAM G. ADDLER

6490-3 Cape Hatteras Way, N.E.,
St. Petersburg, FL 33702**ARTICLE 8: INDEMNIFICATION**

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

ARTICLE 9: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 10: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26 day of July, 1996.


WILLIAM G. ADDLER

"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 26 day of July, 1996.


WILLIAM G. ADDLER, Registered Agent

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