

P96000072934

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

SUBJECT: RCB OF ITALY, INC.

500001934308  
-08/28/96 --01055 --014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$78.75 for filing fee and Certificate

FROM: Valentino O. Mozzano  
6195 A Laurel Lane  
Tamarac, FL 33319  
(954)720-1816

FILED  
96 AUG 28 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TAB 9/4

## ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

*The undersigned incorporators for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts(s) the following Articles of Incorporation.*

### ARTICLE I - NAME:

The name of the corporation shall be: RCB OF ITALY, INC.

### ARTICLE II - PRINCIPAL OFFICE:

The principal place of business and mailing address of this corporation shall be:

6195 A Laurel Lane  
Tamarac, FL 33319

### ARTICLE III - SHARES

The total number of shares of stock which the Corporation has authority to issue is FIVE THOUSAND (5,000) shares, having no par value, all of one class, that being voting Common Stock. After the original issuance of stock, the stockholders of the Corporation shall have preemptive rights with respect to the sale by the Corporation of any additional shares of stock, whether treasury stock or authorized but unissued stock, regardless of the purpose for sale. This preemptive right may be waived in any particular instance of the issuance of share of stock in the Corporation by a majority vote of the stockholders of the Corporation

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and address of the initial registered agent is:

Valentino O. Mozzano  
6195 A Laurel Lane  
Tamarac, FL 33319

## ARTICLE V - INCORPORATOR(S):

The name and street address(es) of the Incorporator(s) to these Articles of Incorporation is (are):

Valentino O. Mozzano  
6195 A Laurel Lane  
Tamarac, FL 33319

**FIRST:** The total number of directors of the Corporation may be fixed and thereafter increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the number of stockholders of the Corporation if there are less than three (3) stockholders, and the name of the director who shall act until the First Annual Meeting of the Shareholders, or until his/her successors are duly chosen and qualified is: Valentino O. Mozzano

**SECOND:** The purposes for which the Corporation is formed are as follows:

(a) To engage in the purchase, sale, export and import of bicycles, parts and accessories and other related products.

(b) To enter in to any other partnership, limited or general, as limited or general partner, or both, and to enter into any other arrangement for sharing profits union of interest, utilization or farmout agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business which this Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of this Corporation.

(c) To loan, or advance money with or without security, without limits as to amount; to borrow or raise money for any purposes of the Corporation and to issue bonds, debentures, notes, securities or other obligation of any nature and in any manner permitted by law, for money so borrowed in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and the interest thereon by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation real, personal, mixed and/or intangible, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(d) 'To carry on any of the businesses herein enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the herein stated objects or businesses, or any of them, or any part thereof or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purposes, object or business, in any manner to limit or restrict the generality of an other purpose, object or business mentioned, or to limit or restrict any of the the powers of the Corporation.

The Corporation is hereby authorized to engage in any other lawful activity for which corporation may be organized under the Florida Business Corporation Act, as amended from time to time, and under any successor and/or replacement to said Law.

THIRD: The duration of the Corporation shall be perpetual.

FOURTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders thereof:

(a) The Board of Directors of the Corporation is hereby empowered to direct issuance from time to time of shares of its stock of any class, and convertible securities, whether now or hereafter authorized by the stockholder, for such consideration as may be deemed advisable by the Board of Directors and without any further authorization other than initial authorization in the Articles of Incorporation of the Corporation and without any further action by the stockholders, unless required so as to comply with preemptive rights set forth in ARTICLE III if shares are to be sold to non-stockholders or to existing stockholders disproportionately

(b) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualification of, the dividends on, the times and prices of redemption, and the conversion rights, of such shares, but no such action will affect the preemptive rights provided for in these Articles.

(c) Any director, individually, or any firm of which any director may be member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; PROVIDED, HOWEVER, that in the event that a director or any firm of which a director is a member, or any corporation or association of which a director may be an officer or director or have a pecuniary interest is so interested, such fact shall be disclosed to or shall have been known by the Board of Directors of the Corporation or a majority thereof, and any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at the meeting of the Board of Directors of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify, or confirm any such contract or transaction.

(d) The Corporation reserves the right to amend its Articles of Incorporation so that such amendment may alter the contract rights, as expressly set forth in the Articles of Incorporation, of any outstanding stock, even though such rights are substantially adversely affected, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger; and, as long as all stockholder of a class are treated equally, then even though an amendment may substantially adversely affect them, no cause of action at law or equity shall accrue on account of such amendment.

The enumeration and definition of a particular power of the Board of Directors, the stockholders and/or the Corporation included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any power otherwise conferred under the General Laws of the State of Florida now or hereafter in force.

FIFTH: In each case where the Florida Business Corporation Act, as hereafter amended from time to time, requires a more than majority affirmative vote of the shareholders of the Corporation before a particular action may be taken by the Corporation, that more than majority affirmative shareholder vote requirement shall be lowered to an affirmative vote of a majority of the shareholders of the Corporation, and/or of a majority of each class of shareholders, as the case may be.

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This provision in the Articles is meant to reduce the more than majority stockholder voting requirement for (but not be limited to) each of the following corporate actions: Charter amendments, consolidation, merger, transfer of assets, partial liquidation, and dissolution.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 40 day of 8 - 1996, 1996

   
Signature

\_\_\_\_\_  
Signature

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISION OF SECTION 607.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER  
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING  
STATEMENT IN DESIGNATION THE REGISTERED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

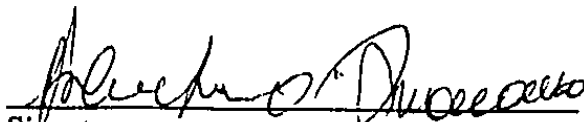
1. The name of the corporation is: RCB OF ITALY, INC.
2. The name and address of the registered agent and office is:

Valentino O. Mozzano  
(Name)

6195 A Laurel Lane  
Tamarac, FL 33319

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the  
above stated corporation at the place designated in this certificate, I hereby accept  
the appointment as registered agent and agree to act in this capacity. I further  
agree to comply with the provisions of all statutes relating to the proper and  
complete performance of my duties, and I am familiar with and accept the  
obligations of my position as registered agent.*

  
Signature

8-26-1996  
Date