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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

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NAME: ERNESTO'S CYCLERY, INC.

AUDIT NUMBER.....H96000013868

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

H96000013868

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

ARTICLE I NAME

The name of the corporation shall be:

ERNESTO'S CYCLERY, Inc.

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ARTICLE II (PRINCIPAL OFFICE

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

THE PRINCIPAL PLACE OF BUSINESS IS UNKNOWN AT THIS TIME. THE MAILING ADDRESS IS

444 BRICKELL AVE
SUITE 1000
MIAMI, FL. 33131.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 SHARES.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MELANIE A. CAMBRIDGE
444 BRICKELL AVE
SUITE 1000
MIAMI, FL. 33131

Prepared by: Melanie A. Cambridge, Esq.
444 Brickell Ave. #1000
Miami, FL 33131

(305) 371-5588 / FBN. 0914381

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**CERTIFICATE OF DESIGNATION OF H96 000013868
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: ERNESTO'S Cycles, Inc.

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

MELANIE A. CAMBRIDGE, ESQ.
(NAME)
444 BRICKELL AVE, Suite 1000
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)
Miami, FL. 33131.
(CITY/STATE/ZIP)

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.

Melanie A. Cambridge
(SIGNATURE)

Oct 2nd, 1996.
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

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