

Thomas L. Arrulla
Thomas W. Bell
Stephen A. Bennett
Larry M. Foyle
John M. "Jack" Hodges
Michael Kass
Richard S. McIver
Jeffrey J. Mouch

KASS HODGES, P.A.
Sarasota - Tampa
SOUTHTRUST BANK PLAZA
1800 SECOND STREET - SUITE 960
SARASOTA, FLORIDA 34236
FAX: (941) 953-7625
(941) 955-7300

Thomas K. Sciarrino Jr.
James M. Shuler
Larry E. Solomon
Nell C. Spector
IN REPLY ADDRESS FIRM AT
P.O. Box 4137
SARASOTA, FL 34230

October 29, 1996

Secretary of State
Division of Corporations
P.O. Box 1227
Tallahassee, FL 32302

Re: Articles of Incorporation
Wall Bike, Inc.

300001994479--3
-11/01/96--01099--013
****122.50 ****122.50

Gentlemen:

Please find enclosed, the original Articles of Incorporation, and our Designation of Resident Agent, along with copies of each. I also enclose our check in the sum of \$122.50, covering the costs of the following:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Fee	\$35.00

\$122.50

I would appreciate your forwarding the certified copies to my office upon filing. Thank you for your anticipated cooperation in this matter.

If you have any questions, please contact my office.

Sincerely,

KASS HODGES, P.A.

John M. Hodges, Esquire
Extension No. 201

JMH/pz
Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF INCORPORATION
OF

Wall Bike, Inc.

I, the undersigned, being the incorporator for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of the Corporation shall be:

Wall Bike, Inc.

ARTICLE II

This Corporation is organized for the purpose of any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act, and any activity of business permitted under the laws of the United States. The general nature of this Corporation is the creation, assembly and production of all types of metal sculpting and artwork for retail and wholesale distribution.

ARTICLE III

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

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TALLAHASSEE FLORIDA

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be seventy-five hundred (7,500) shares of common stock, having a par value of one dollar (\$1.00) per share.

ARTICLE V

Every shareholder shall have the right to purchase his pro-rata share of any new stock in this Corporation of the same kind, class or series as that which they already hold at the price at which it is offered to all other shareholders.

ARTICLE VI

CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII

PRINCIPAL OFFICE

The principal place of business of this Corporation shall be: 10220 W. Springtree Lane, Crystal River, Florida 34428.

ARTICLE VIII

NUMBER OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1) not more than five (5) persons, as shall be

designated in the By-Laws.

ARTICLE IX

FIRST BOARD OF DIRECTORS

The names and post office addresses of the members of the First Board of Directors who shall hold office until the annual meeting of the stockholders to be held in the year 1996, and until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Tom Anderson	100220 W. Springtree Lane Crystal River, FL 34428	President
Barbara Gaeta	8201 Midnight Pass Road Sarasota, FL 34242	Vice-President
Gina Anderson	100220 W. Springtree Lane Crystal River, FL 34428	Secretary/Treasurer

ARTICLE X

INCORPORATOR

The name and post office address of each incorporator to this Certificate of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
John M. Hodges	1800 Second Street, Ste. 960 Sarasota, FL 34236	

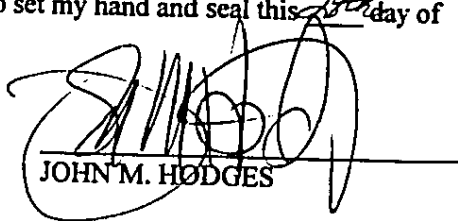
ARTICLE XI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1800 Second Street, Suite 960, Sarasota, FL 34236 and the name of the initial registered agent of this corporation and address is John M. Hodges, 1800 Second Street, Suite 960, Sarasota, FL 34236.

ARTICLE XII
SPECIAL PROVISIONS

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholder herein is granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned, being the original incorporator herein named, have hereunto set my hand and seal this 28th day of October, 1996.


JOHN M. HODGES

STATE OF FLORIDA)

COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this 28th day of October, 1996, personally
appeared be me, the undersigned authority:

JOHN M. HODGES

to me well known ~~or who has produced~~ _____ ~~as~~
~~identification~~, and known to me to be the person described in and who acknowledged to
me that she executed the foregoing Certificate of Incorporation as her free act and deed
for the uses and purposes therein set forth and expressed.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my Official
Seal, on the date last above written.

Patricia A. Zizak Notary Public, Commission No. CC 541373

Patricia A. Zizak Name of Notary, typed or stamped.

(SEAL ABOVE)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - That **Wall Bike, Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 1800 Second Street, Suite 960, Sarasota, County of Sarasota, State of Florida, has named **JOHN M. HODGES**, Sarasota, County of Sarasota, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BY:


JOHN M. HODGES

DATED: 10/28/96

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

TWB/pz