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

FILED
97 JUN -8 PM 4:53
TALLAHASSEE, FLORIDA
8000020512
-01/08797-01082-0152
*****78.75 *****78.75

Re: TALLAHASSEE PEDAL POWER, INC.

Dear Sirs:

Enclosed please find the articles of incorporation for TALLAHASSEE PEDAL POWER, INC., a Florida corporation. Please file these and return the certificate of incorporation to the above address.

Enclosed please find a check in the appropriate amount for filing of these articles.

If you should have any questions, please don't hesitate to contact me at 904.224.7461.

Very truly yours,

Cedric W Barnes
Cedric Barnes

Will wait

Robert GAVE
AUTHORIZATION BY PHONE TO
CORRECT START DATE
DATE: 1/8/97
DOC. EXAM. me

RECEIVED
JUN -8 PM 1:43
DIV OF CORPORATION

me 1/8/97

**ARTICLES OF INCORPORATION
FOR
TALLAHASSEE PEDAL POWER, INC.**

FILED
97 JUN -2 PM 4:30

The undersigned subscriber to these articles of incorporation, desires to form a corporation under the laws of the State of Florida, and does hereby accept all rights and privileges, benefits and obligations conferred and imposed by the laws of the State of Florida and hereby adopts the following articles of incorporation as the Charter of the corporation hereby organized.

**ARTICLE I
NAME**

The name of the Corporation shall be **TALLAHASSEE PEDAL POWER, INC.** and shall have the address of 3989 Woodville Highway, Lot #45, Tallahassee, FL 32311.

**ARTICLE II
DURATION OF EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE III
PURPOSES AND POWERS**

This corporation is organized for the purpose of engaging in all lawful business activities.

**ARTICLE IV
CAPITAL STOCK**

The amount of capital stock authorized shall consist of 10,000 shares of common voting stock with a par value of ten cents (U.S.) \$.10 each.

Dividends to shareholders may, in the discretion of the Board of Directors, be paid in cash or in property, but no dividend may be made which would impair the restricted or reserved unearned surplus of the corporation, except as provided by Florida law.

**ARTICLE V
SHARES NOT TO BE DIVIDED**

The shares of the capital stock of the Corporation are not to be divided into classes.

ARTICLE VI

RESTRICTIONS ON TRANSFER

The board of Directors may, in its discretion, include within the Bylaws of the corporation restrictions on the transfers of shares of stock in the Corporation.

ARTICLE VII

NO SHARES ISSUED IN A SERIES

The shares of the capital stock are not to be issued in series.

ARTICLE VIII

INITIAL OFFICE AND REGISTERED AGENT

The initial registered office of this corporation is 1910 Thomasville Road, Tallahassee, FL 32303. The initial registered agent shall be James F. Olmstead.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by action of the board and in accordance with the provision of the bylaws. The name and address of the initial director is:

Cedric Barnes
3989 Woodville Highway Lot #45
Tallahassee, FL 32311

ARTICLE X

MEETINGS

The shareholders and directors of this corporation shall meet at least once annually at the corporation's principal office on the annual date of the execution of these articles or at such other time and place as may be provided in the Bylaws.

ARTICLE XI

OFFICERS

This corporation shall have three (3) officers: a president, a secretary and a treasurer, with such duties as shall be by the laws of the State of Florida. The initial officers and offices of this corporation are:

President and Treasurer

Cedric Barnes,
3989 Woodville Highway Lot #45
Tallahassee, FL 32311

Secretary

James F. Olmstead
1910 Thomasville Road
Tallahassee, FL 32302

ARTICLE XII

BYLAWS

The Board of Directors may adopt and amend Bylaws for the corporation as provided by the laws of the State of Florida, and by majority vote of the members of the Board.

ARTICLE XIII

INCORPORATOR

The name and address of the incorporator of this corporation is Cedric Barnes, 3989 Woodville, Highway, Lot #45, Tallahassee, FL 32311

ARTICLE XIV

INDEMNIFICATION

This corporation shall indemnify any officer, director, of employee of the corporation, or any former officer, director or employee of the corporation to the full extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his/her name this 9 day of December, 1996.

Cedric D Barnes
INCORPORATOR

STATE OF FLORIDA

COUNTY OF Leon

BEFORE ME, personally appeared Cedric Barnes to me well known and known to me to be the individual described in and who executed the foregoing articles of incorporation and acknowledged before me that he executed the same for the purposes therein expressed or who provided Fla. DL as identification.

WITNESS my hand and official seal this 9 day of December 1996

MY COMM



NOTARY

Brenda C. Hickey

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Section 48.091, Fla. Stat. (1995) TALLAHASSEE PEDAL POWER, ,
INC. has named James F. Olmstead as its agent to accept service of process within the state of
Florida.

TALLAHASSEE PEDAL POWER, INC.

By:


its Incorporator, Director and
President

ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT

I, James F. Olmstead , hereby agree to act in the capacity of registered agent for TALLAHASSEE PEDAL POWER, , INC. and agree to comply with the provisions of Section 48.091, Fla. Stat. (1995), in the performance of the duties of registered agent as prescribed by that section. I further state that I am familiar with and accept the obligations of registered agent for TALLAHASSEE PEDAL POWER, INC. as provided in Sections 607.0501 and 607.0505, Fla. Stat. (1995).

James F. Olmstead
James F. Olmstead
Registered Agent

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FLORIDA