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FILED
JAN 13 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 10, 1997

SECRETARY OF STATE
Department of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

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-01/14/97--01091--015
****122.50 ****122.50

Re: West Coast Bicycle Innovations, Inc.

Gentlemen:

Please find enclosed herewith an original and one (1) copy of the Articles of Incorporation and Registered Agent form regarding the above-captioned.

Also enclosed herewith, is check number 4937, in the amount of $122.50, representing your charter fee in the amount of $35.00; registered agent fee in the amount of $35.00; and your fee for a certified copy of the Articles in the amount of $52.50.

Please send us your acknowledgment and a certified copy of the Articles of Incorporati...

Thank you for your prompt attention to this matter.

Very truly yours,

Malcolm H. Friedman

MALCOLM H. FRIEDMAN, ESQ.
Four Ambassadors
905 Brickell Bay Drive
Suite 329
Miami, Florida 33131
PH: (305) 381-9525

1-16-97

MHF/mrm
Enclosures (as noted)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WEST COAST BICYCLE INNOVATIONS, INC.

The undersigned subscribers, desiring to form a corporation hereby make, sign and subscribe to these Articles of Incorporation, in order to form a corporation under the laws of the State of Florida.

I.

NAME: The name of the corporation is **WEST COAST BICYCLE INNOVATIONS, INC.**

II.

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is: to manufacture, distribute and sell bicycle products; to purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, and occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm or corporation. Further, in general to do any and all acts that may be necessary, convenient and appurtenant to the above-mentioned objects.

To conduct business in, have one or more offices in, buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, agencies, patents, copyrights, trademarks, and licenses in the State of Florida and in other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state of government, and while owner of such stock, to exercise all the rights, powers and privileges or ownership, including the right to vote such stock.

To make and enter into all contracts and do everything else necessary, suitable and proper for the accomplishment, furtherance or attainment of any one or all of the aforesaid objects and purposes, either directly or incidental thereto, either alone or in association with other corporations, firms or individuals, either as principal or as agent, and to do every and all acts and things incidental to the benefit and protection of the corporation, whether or not such business is similar to the objects and purposes above enumerated, and more particularly to purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation and to sell, convey, lease, mortgage, deed of trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount.

The foregoing and following provisions shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and the enumeration in these articles of specific powers and objects shall not be held to limit, restrict in any manner, the powers of this corporation; but this corporation may do all and everything necessary, suitable or proper for the accomplishment of any purpose or object, either alone or in association with other corporations, firms, or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors, or otherwise.

III.

TERM OF EXISTENCE: This corporation is to exist perpetually.

IV.

INITIAL REGISTERED OFFICE AND AGENT: The street address of the principal office of this corporation is Four Ambassadors, 905 Brickell Bay Drive, Suite 329, Miami, Dade

County, Florida 33131; and the name and address of the initial registered agent of this corporation is Malcolm H. Friedman, Esq., whose address is Four Ambassadors, 905 Brickell Bay Drive, Suite 329, Miami, Florida 33131.

The corporation may change its registered office or registered agent pursuant to the provisions of 607.0502, Florida Statutes.

V.

CORPORATE MANAGEMENT: The business of the corporation shall be managed by the stockholders of the corporation, rather than by a Board of Directors. That by reason of the election, the stockholders of this corporation shall be deemed Directors of this corporation. Any action of the stockholders may be taken without a meeting in accordance with the provisions of 607.0704, Florida Statutes. The stockholders of this corporation be, and they are hereby empowered and authorized to exercise corporate powers prescribed and designated to Board of Directors pursuant to 607.111, Florida Statutes, and that in addition to those powers enumerated under 607.0801;607.08101 and 607.0830, Florida Statutes, the stockholders are empowered and authorized to do the following additional acts:

a) Manage the business of the corporation;

b) Declare and pay dividends or division of the pro fits of the corporation;

c) Designate who shall be officers or directors or both of the corporation;

d) Impose and establish restrictions on transfer of stock and the terms and conditions thereof;

(e) Establish and determine voting requirements, including the requirements of unanimous voting of stockholders or directors;

f) Establish the terms and conditions of employment of stockholders by the corporation;

g) Provide for arbitration and terms and conditions of arbitration of issues as to which the stockholders are deadlocked in voting power, or as to which the directors are deadlocked and the stockholders are unable to break the deadlock; and

h) To embody the foregoing items a) through g) inclusive, in the By-Laws of the corporation or in a side agreement in writing in accordance with Chapter 607, Florida Statutes.

VI.

DIRECTORS: This corporation shall have a Board of Directors consisting of one (1) Director. The number of Directors may be increased or decreased from time to time by amendment to, or in the manner provided in these Articles of Incorporation or the By-Laws adopted by the stockholders. To the extent any authorization or power is extended to a Director pursuant to Chapter 607, Florida Statutes, said powers shall be exercised by the stockholders of this corporation. The name and address of each individual serving as the initial Board of Directors is:

Malcolm H. Friedman, Esq.
Four Ambassadors
905 Brickell Bay Drive
Suite 329
Miami, Florida 33131

VII.

SUBSCRIBERS: The names and post office addresses of the subscribers to these Articles of Incorporation, number of shares of stock said subscriber agrees to take and the value of the consideration therefor is:

Name	No. of Shares	Consideration
Malcolm H. Friedman, Esq. Four Ambassadors 905 Brickell Bay Drive Suite 329 Miami, Florida 33131	500	$500.00

VIII.

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 10 day of Jan, 1997.

Malcolm H. Friedman (SEAL)
MALCOLM H. FRIEDMAN, ESQ.

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, MALCOLM H. FRIEDMAN, ESQ., who [XX] is personally known to me or [ ] has produced his ______________________________, as identification, who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid, this 10th day of January, 1997.

NOTARY PUBLIC, STATE OF FLORIDA
MICHELLE R. MARINO
COMMISSION NO: CC-302[illegible]73
MY COMMISSION EXPIRES
AUG. 20, 1997

Michelle R. Marino
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE
Printed Name: Michelle R. Marino
My Commission No:
My Commission Expires:

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

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

First -- That WEST COAST BICYCLE INNOVATIONS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named MALCOLM H. FRIEDMAN, ESQUIRE, located at Four Ambassadors, 905 Brickell Bay Drive, Suite 329, Miami, Florida, 33131, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT) Having been named to accept service of process for the above stated corporation, at place designated in this 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.

MALCOLM H. FRIEDMAN, ESQ.
Registered Agent

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TALLAHASSEE, FLORIDA