

P970000010765

Sarasota Main Office
2088 Hawthorne Street
Sarasota, FL 34239
(813) 365-5611

RICHARD

Offices of
AHLOQUIST & ASSOCIATES, P.A.

Ft. Myers Office
P.O. Box 1230
Ft. Myers, FL 33902-1230
(813) 366-3186

St. Petersburg Office
695 Central Ave., Suite 207
St. Petersburg, FL 33733-1179
(813) 821-8766

Richard D. Ahlquist*

Please Reply to: Sarasota

*Also admitted in Indiana

December 26, 1996

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

400002049274--6
-01/07/97--01154--017
*****70.00 *****70.00

Re: Articles of Incorporation
Louies Bicycle Emporium, Inc.
Our File No. 16636-NC

Dear Sir:

In reference to the above captioned matter, enclosed please find the Articles of Incorporation for filing. Also enclosed is our check in the amount of \$70.00 for same.

Thank you for your assistance in this matter.

Very truly yours,

RICHARD D. AHLQUIST
& ASSOCIATES, P.A.

Richard D. Ahlquist

W97-859

FILED
97 FEB -3 PM 6:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RDA/smk
enclosure

2397



16636 NC
JAN 17 1997

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 14, 1997

RICHARD D. AHLQUIST & ASSOCIATES, P.A.
2088 HAWTHORNE STREET
SARASOTA, FL 34239

SUBJECT: LOUIES BICYCLE EMPORIUM, INC.
Ref. Number: W9700000859

We have received your document for LOUIES BICYCLE EMPORIUM, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 397A00001795

**ARTICLES OF INCORPORATION
OF
LOUIES BICYCLE EMPORIUM, INC.**

FILED
97 FEB -3 PM 6:19
SECRET
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is LOUIES BICYCLE EMPORIUM, INC.

ARTICLE II

- A. This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.
- B. The general nature of this business to be transacted by this corporation is: The manufacture, assembly and distribution both at the wholesale and retail level of bicycles and all related physical fitness products. The repair and sale of accessories for all bicycles and related physical fitness products.

ARTICLE III

The aggregate number of shares of stock which the corporation shall have the authority to issue is Five Hundred (500) shares of Common Stock with a par value of One Dollar (\$1.00) per share.

manner as to qualify for treatment under United States Internal Revenue Code Sections 1244 and 1371. Existing Stockholders shall have a proportional preemptive right in all issues of stock subsequent to their becoming stockholders.

ARTICLE IV

The initial street address of the corporation's principal office and mailing address is 2301 N. Tamiami Trail, Suite D, Nokomis, Florida 34275, and the name of the corporation's initial Registered Agent at above address is RICHARD D. AHLQUIST, whose address is 2088 Hawthorne St., Sarasota, Florida 34239.

ARTICLE V

The corporation shall have two (2) Directors initially whose names and addresses are set forth below:

DONNA MARIE CARDINAL
President
313 E. Base Avenue
Venice, Florida 34285

LAWRENCE BETEL CARDINAL
Vice-President, Secretary/Treasurer
313 E. Base Avenue
Venice, Florida 34285

THEREAFTER, the number of the members of the Board of Directors shall be set by By-Laws, but, in no instance, shall be less than one (1) or more than three (3).

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this

ARTICLE VII

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in any other corporation, or are Directors of officers of any other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any Director of this corporation who is also a Director or officer of such other corporation or member of such firm, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or Director of such other corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or Director of such other corporation or member of such firm, or not so interested.

ARTICLE VIII

- A. The power to adopt the By-Laws of this corporation, to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors of this corporation;

provided, however, that any By-Law or Amendment hereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new By-Law in lieu thereof may be adopted by vote of the stockholders. No By-Law which has been altered, amended or repealed by vote of the Board of Directors or Shareholders shall be effective until two (2) years shall have expired since such action by vote of such Stockholders or Board of Directors unless approved jointly by the Board of Directors and Shareholders.

- B. The By-Laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affair and business of the corporation, provided that same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this sate or of the United States.

ARTICLE IX

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all

rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation, Sarasota, Florida, on this 26 day of Dec, 1996.

Existing shareholders shall have a proportional preempted right to purchase as to all issues of stock authorized subsequent to their becoming shareholders.

Heather Bonura
Bradley K. Lapp

Richard D. Ahlquist, Esq.
Incorporator and Subscriber

STATE OF FLORIDA)
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared RICHARD D. AHLQUIST, well known to me to be the individual described in and who executed the foregoing instrument in writing and they acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Sarasota, in the County and State aforesaid, this 26 day of Dec, 1996.

Bandra M. Kampschaefer
NOTARY PUBLIC

My Commission Expires:

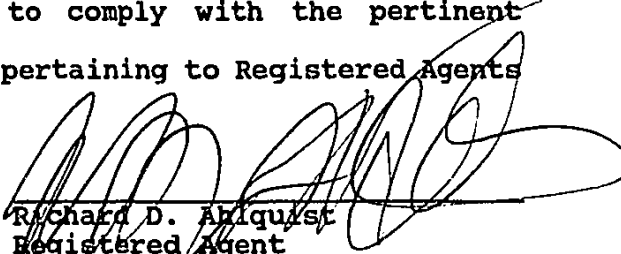
Notary Commission No. _____
Personally Known _____ OR Produced Identification _____
Type of Identification Produced _____
(e.g. Driver License or other State issued I.D.)



FILED
97 FEB -3 PM 6:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATION

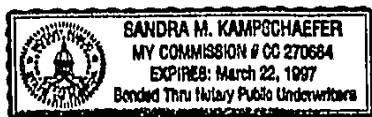
The undersigned individual having been named as Registered Agent for the above-stated corporation in Article IV, at the place designated in said Article, hereby accepts to act in the capacity of Registered Agent, and agrees to comply with the pertinent provisions of the Florida Statutes pertaining to Registered Agents and Officers.


Richard D. Ahlquist
Registered Agent
2088 Hawthorne St.
Sarasota, Florida 34239

STATE OF FLORIDA)
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared RICHARD D. AHLQUIST, well known to me to be the individual described in and who executed the foregoing instrument in writing and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Sarasota, in the County and State aforesaid, this 26 day of Dec, 1996.




NOTARY PUBLIC
My Commission Expires:

Notary Commission No. _____
Personally Known ✓ or Produced Identification _____
Type of Identification Produced _____
(e.g. Drivers License or other State issued I.D.)

FILE NO. 16636-NC