

DENNIS F. FOUNTAIN

ATTORNEY AT LAW
815 ORIENTA AVENUE
SUITE 5

ALTAMONTE SPRINGS, FL 32701

(407) 332-9111

997000020048

February 25, 1997

Bureau of Corporate Records
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

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RE: THUNDER ALLEY CYCLE, INC.

Dear Sir or Madam:


Enclosed herewith please find the Articles of Incorporation for THUNDER ALLEY CYCLE, INC., for filing, a letter authorizing the use of the fictitious name and a check in the amount of \$122.50 which represents the appropriate filing fee for a profit corporation.

Please furnish this office with a receipt and a certified copy of the filed Articles of Incorporation.

In the event there is a problem with the name of the corporation, please call my office as alternative names are available.

Thank you for your assistance and if there are any questions, please contact my office.

Very truly yours,


Dennis F. Fountain, Esquire

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Enclosures

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MAR 5

BSB

STATE
TALLAHASSEE, FLORIDA

97 FEB 28 AM 9:04

FILED

July 19, 1996

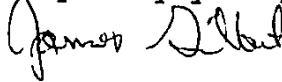
Bureau of Corporate Records
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

RE: THUNDER ALLEY CYCLE, INC.

Dear Sir or Madam:

I am the registered owner of the business conducted under the fictitious name of THUNDER ALLEY CYCLE. Please accept this letter as my authorization to allow Dennis F. Fountain to form a corporation named THUNDER ALLEY CYCLE, INC. He is an attorney who has been retained to incorporate my business.

Very truly yours,

A handwritten signature in cursive script, appearing to read "James Gilbert".

James Gilbert

ARTICLES OF INCORPORATION
OF
THUNDER ALLEY CYCLE, INC.

FILED
97 FEB 28 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

THUNDER ALLEY CYCLE, INC.

ARTICLE II

This corporation is to exist perpetually unless dissolved in accordance with the laws of the State of Florida.

ARTICLE III

This corporation may engage in any activities or businesses permitted under the laws of the United States and of this State.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock with \$1.00 par value. All or any part of said stock of this corporation may be paid for wholly or in part for cash or for the purchase of property, patents contracts labor or service at a just valuation to be fixed by the Directors of this corporation at any regular or special meeting and any and all shares so issued shall be fully paid and nonassessable.

ARTICLE V

The initial street address of the principal office of this corporation in the State of Florida is 2701 E. South Street, Orlando, FL 32803. The Board of Directors may from time to time

ARTICLE VI

This corporation shall not have less than two (2) directors initially; the number of Directors may be increased from time to time by By-Laws adopted by the Stockholders, but shall never be less than one (2).

ARTICLE VII

The names and addresses of the members of the first Board of Directors are:

DENNIS F. FOUNTAIN
815 Orienta Ave., Suite 5
Altamonte Springs, FL 32701

ARTICLE VIII

The name and street addresses of each subscriber to these Articles of Incorporation, the number of shares of common stock each agrees to take and the value of the consideration therefore are:

DENNIS F. FOUNTAIN
815 Orienta Ave., Suite 5
Altamonte Springs, FL 32701

100 shares Consideration: \$500.00

ARTICLE IX

Pursuant to Chapter 48.091, Florida Statutes, DENNIS F. FOUNTAIN, 815 Orienta Avenue, Suite 5, Altamonte Springs, Florida 32701, is hereby named as Registered Agent to this corporation to accept service of process within the State of Florida, that the said DENNIS F. FOUNTAIN, by execution of these Articles, does hereby accept to act in the capacity and agrees to comply with the provisions of said Act relative to keeping open said office located at the above address.

I HEREBY ACCEPT:


DENNIS F. FOUNTAIN, ESQUIRE

ARTICLE X

The Articles of Incorporation may be amended in the manner

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on the 24th day of Feb., 1998.


DENNIS F. FOUNTAIN


STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared DENNIS F. FOUNTAIN, who produced the following identification _____ or is well known to me to be the person described in and who subscribed the above and foregoing Articles of Incorporation and he freely and voluntarily acknowledged before me that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 24th day of Feb., 1998.

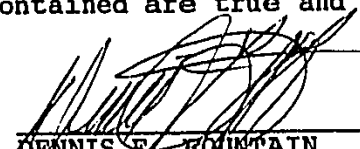


LONEFNE ATCHISON
My Commission CC341828
Expires Feb. 05, 1998
Bonded by HAI
800-422-1555


Printed Name: LONEFNE ATCHISON
Notary Public; State of Florida
My Commission Expires:

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared DENNIS F. FOUNTAIN, well known to me and who, after being duly sworn, says: That he is the Registered Agent named for this corporation, that he has read the said Articles of Incorporation and the allegations therein contained are true and correct.


DENNIS F. FOUNTAIN

SWORN TO AND SUBSCRIBED
before me this 24th day
of Feb., 1998.