

PARAZUS CORPORATE INDUSTRIES, INC.
 Requester's Name
 890 S.W. 87th AVENUE, SUITE 76
 Address
 MIAMI, FLORIDA 33174 (305) 552-5973
 City/State/Zip Phone #
 LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. A SPOKE OF GENIUS INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #) 300002156273--8
-04/28/97--01029--021
****122.50 ****122.50
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

☒ Walk in
 ☒ Pick up time 2:00
 ☒ Certified Copy
☐ Mail out
☐ Will wait
☐ Photocopy
☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 97 APR 28 PM 12:59
 RECEIVED
 97 APR 28 AM 11:25
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

[Handwritten signature and date 4/28]

Examiner's Initials	
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ARTICLES OF INCORPORATION

We, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLES I, NAME

The name of this corporation shall be:

A SPOKE OF GENIUS INC.

ARTICLE II, NATURE OF BUSINESS

This corporation may engage in any active or business permitted under the laws of the United States and of the State of Florida.

That the present main business of the corporation is as follows:

BICYCLE SALES, RETAILS & RENTALS

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Ten Thousand (10,000) Shares of common stock, of One dollar (\$1.00) par value.

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97 APR 28 PM 12:59
SECRETARY OF STATE
TALLAHASSEE FL 32309

ARTICLES IV, INITIAL CAPITAL

The amount of the capital with which this Corporation will begin business will not be less than Five Hundred (\$500.00) Dollars.

ARTICLES V, TERM OF EXISTENCE

The Corporation is to have perpetual existence.

ARTICLES VI, ADDRESS

The initial street address in this state of the principal office of the corporation shall be:

1890 SOUTH BAYSHORE DRIVE
COCONUT GROVE, FL 33133

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLES VII, DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims liabilities to which such person shall become subject by reason of this having heretofore and hereafter being a

director or officer of the corporation, or by reason of any alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The right accruing to any person under the foregoing provisions shall be not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any be effected or invalidated by the fact that any of the directors or the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member , may be party to or may be pecuniarily of otherwise interested in, any

contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of which action upon any such contract or transaction shall be taken: and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board OF Directors of the corporation which shall authorize any such contract or transaction , and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII, INITIAL DIRECTORS

The names and addresses of the first Board of Directors and of the officers, who, subject to the provisions of these Articles of Incorporation , By-Laws of this Corporation, and the corporation laws of the State of Florida, shall hold office the first year of the corporation's existence, or until their successors are elected and have qualified,

are as follows:

NAME	TITLE	ADDRESS
FREEMAN COOPER	PRESIDENT	1890 S. BAYSHORE DR COCONUT GROVE, FL 33133
MARCELINO J. VAZQUEZ	VICE PRESIDENT	1890 S. BAYSHORE DR COCONUT GROVE, FL 33133

ARTICLE IX, INCORPORATORS

The names and addresses of each incorporators of these
Articles of Incorporation are as follows:

NAME	ADDRESS
FREEMAN COOPER	1890 S. BAYSHORE DR. COCONUT GROVE, FL 33133
MARCELINO J. VAZQUEZ	1890 S. BAYSHORE DR. COCONUT GROVE, FL 33133

ARTICLES X, OFFICERS

The officers of this corporation shall be a President, one or more Vice-presidents, a Secretary and Treasurer, and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be choosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.

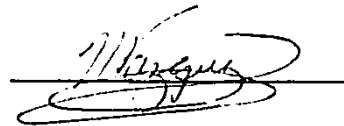
ARTICLES XI, AMENDMENT

This 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 on stockholders herein granted subject to this reservation.

ARTICLES XII, REGISTERED AGENT AND REGISTERED ADDRESS

MARCELINO J. VAZQUEZ
1890 SOUTH BAYSHORE DRIVE
COCONUT GROVE, FLORIDA 33133

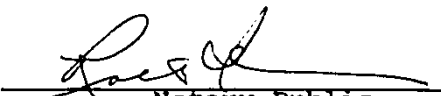
IN WITNESS WHEREOF, the undersigned, as subscribing incorporators, have hereunto set our hands and seals this 21st day of April, 1997 for the purpose of forming this Corporation under the Laws of the State of Florida, and hereby make and file, in the office of the Secretary of State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

 (Seal)

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, personally appeared MARCELINO J. VAZQUEZ
known to me to be the person described in and who executed
the foregoing Articles of Incorporation and acknowledged
before me that they executed same freely and voluntarily for
purposes herein stated.

WITNESS my hand and official seal at Miami, Dade County,
Florida, this 21st day of April, 1997.



Notary Public,
State of Florida at large

My commission expires:

OFFICIAL NOTARY SEAL ROBERTO IBARRA NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC538724 MY COMMISSION EXP. FEB. 25, 2000

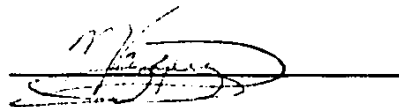
ACCEPTANCE OF DESIGNATION OF RESIDENCE AGENT

The undersigned, named as Resident Agent in the
Articles of Incorporation of

A SPOKE OF GENIUS INC.

does hereby accept the designation of Resident Agent and
agrees to perform those until and unless removed by the
Board of Directors of said Corporation.

Dated at Miami, Dade County, Florida this 21st day of
April, 1997.

A handwritten signature in dark ink, appearing to be "S. H. D.", is written over a horizontal line.

Certificate designation place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with section 48.091 Florida statutes, the following is submitted:

First--that **A SPOKE OF GENIUS INC**
(name of corporation)

desiring to organized or qualify under the laws of the State of Florida , with its principal place of business at city of

MIAMI , state of **FLORIDA** , has
(city) (state)

named **MARCELINO J. VAZQUEZ**
(name of resident agent)

located at **1890 S. BAYSHORE DR.**
(street address and number of building,
Post office Box addresses are not acceptable)

city of **COCONUT GROVE**, State of Florida, as its agent (city)
service of process within Florida.

Signature 
(corporate officer)

Title **VICE PRESIDENT**

Date **4/21/97**

Having been named to accept service of process for the above stated corporation , at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature 
(resident agent)

Date **4/21/97**

FILED
97 APR 28 PM 12:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA