



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 390678 10258A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 14, 1997

ORDER TIME : 11:02 AM

ORDER NO. : 390678-005

CUSTOMER NO: 10258A

CUSTOMER: Dennis S. Silver, Esq
DENNIS S. SILVER, ESQ

Suite B
2250 Gulf Gate Drive
Sarasota, FL 34231

100002178411--0
-05/14/97--01077--008
*****70.00 *****70.00

DOMESTIC FILING

NAME: BICYCLES AND MORE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
CLERK OF DISTRICT COURT
STATE OF FLORIDA
97 MAY 14 PM 4:16
HALL

ARTICLES OF INCORPORATION
OF
BICYCLES AND MORE, INC.

FILED
SECRETARY OF STATE
CORPORATIONS
JAN 11 1971

ARTICLE I: NAME

The name of this corporation is BICYCLES AND MORE, INC.

ARTICLE II: TERM

This corporation shall commence to exist on the date of filing of these Articles with the Florida Department of State and shall exist perpetually or until legally dissolved.

ARTICLE III: PURPOSE

This corporation is organized for the following purposes:

To engage in the retail and wholesale sale of bicycles and lawnmowers, and related materials and accessories, and to engage in conducting any or all lawful business, and doing all acts and things as are incidental to the foregoing purposes or necessary or convenient to carry on the business of the corporation or to effect or promote the purposes for which the corporation is formed.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V: INITIAL BUSINESS OFFICE

The street address of the initial business office of this corporation is 1155-C North Washington Blvd., Sarasota, Florida, 34236, and the mailing address is the same.

ARTICLE VI: INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 1155-C North Washington Blvd., Sarasota, Florida, 34236.

ARTICLE VII: INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation is Russell D. Morse, whose address is 1155-C North Washington Blvd., Sarasota, Florida, 34236.

ARTICLE VIII: DIRECTORS

This corporation shall have no directors initially.

ARTICLE IX: MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the officers of this corporation.

ARTICLE X: OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the

corporation, or until their successors are elected or appointed
are:

Carolyn A. Morse, whose address is 3270 Tyne Lane, Sarasota,
Florida, 34232, shall serve as President. Russell D. Morse,
whose address is 3270 Tyne Lane, Sarasota, Florida, 34232, shall
serve as Secretary and Treasurer.

ARTICLE XI: INCORPORATORS

The names and addresses of the persons signing these
Articles are Russell D. Morse, 3270 Tyne Lane, Sarasota, Florida,
34232, and Carolyn A. Morse, 3270 Tyne Lane, Sarasota, Florida,
34232.

ARTICLE XII: AMENDMENT

This corporation reserves the right to amend or repeal any
provisions contained in these Articles of Incorporation, or any
amendment thereof, and any right conferred upon the shareholders
is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have
executed these Articles of Incorporation this 13 day of May,
1997.

Russell D. Morse
Russell D. Morse
Incorporator

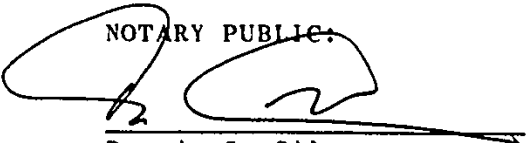
Carolyn A. Morse
Carolyn A. Morse
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

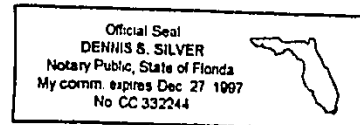
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this
13 day of May, 1997, by Russell D. Morse, who is personally
known to me.

NOTARY PUBLIC:


Dennis S. Silver
My commission expires:

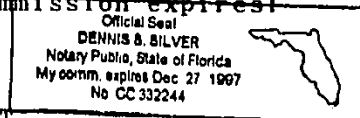
STATE OF FLORIDA
COUNTY OF SARASOTA



The foregoing instrument was acknowledged before me this
13 day of May, 1997, by Carolyn A. Morse, who has produced a
Florida driver's license.

NOTARY PUBLIC:


Dennis S. Silver
My commission expires:



CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation
at the registered office designated in the foregoing Articles of
Incorporation, the undersigned accepts the designation.


Russell D. Morse