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5/23/97

FLORIDA DIVISION OF CORPORATIONS  
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FROM: EMPIRE CORPORATE KIT COMPANY

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JAME: PEDAL POWER PEDI-CABS CORPORATION

AUDIT NUMBER.....H97000008611

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97 MAY 28 AM 10:59  
TALLAHASSEE, FLORIDA

46831



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 27, 1997

EMPIRE CORPORATE KIT

SUBJECT: PEDAL POWER PEDI-CABS CORPORATION  
REF: W97000012258

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6926.

Teresa Brown  
Corporate Specialist

FAX Aud. #: H97000008611  
Letter Number: 697A00028347

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ARTICLES OF INCORPORATION

OF

PEDAL POWER PEDI-CABS CORPORATION

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

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97 MAY 28 AM 10:59  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is PEDAL POWER PEDI-CABS CORPORATION

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida but only through its officers, employees, and agents who are duly licensed or authorized to render such business.

ARTICLE IV

The incorporators have elected to be taxed under the provisions of Subchapter S of the Internal Revenue Code, §1382, therefore corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c) (2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

The amount of capital stock of this corporation shall be ONE THOUSAND SHARES (1,000) at One Dollar (\$1.00) par value per share. Such stock shall be non-assessable to be held, sold and paid for at such time and in such manner as the Board of Directors may, from time to time, determine. All of the capital stock shall be common stock.

ARTICLE V

The corporation shall commence business on filing with the Secretary of State.

Prepared by: Ruthann D. O'Neill

FBN.0880027

2203 16 St. North 1

St. Petersburg, FL 33704

(R12) RAR - 5222

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#### ARTICLE VI

The corporation's principal office shall be 135 30th Avenue North, St. Petersburg, Florida 33704. That said corporation shall have the right and authority to do business at other place or places within or without the State of Florida, as the corporation may be resolution designate.

#### ARTICLE VII

The initial registered agent for this corporation is ABIGAIL BLISS, whose address is 135 30th Avenue North, St. Petersburg, Florida 33704.

#### ARTICLE VIII

The Corporation shall have a Board of two Directors, and the Board may be increased to not more than five (5) Directors. The number of Directors each year may be determined by the Shareholders at their annual meeting, or may be fixed by the By-Laws.

#### ARTICLE IX

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, and a Secretary-Treasurer, who shall be a Director, who shall be chosen in such manner, hold their office for such term, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The names and post office addresses of the officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of the shareholders shall be:

ABIGAIL BLISS  
135 30th Avenue North  
St. Petersburg, FL 33704

President,  
Secretary-Treasurer  
Registered Agent  
Director

#### ARTICLE X

The names and post office addresses of the incorporators are:

ABIGAIL BLISS  
135 30th Avenue North  
St. Petersburg, FL 33704

#### ARTICLE XI

The names and post office addresses of the subscribers of these Articles of Incorporation with the amount of stock subscribed for and agreed to be taken are as follows:

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ABIGAIL BLISS  
135 30th Avenue North  
St. Petersburg, FL 33704

501 shares

ARTICLE XII

The Directors shall be elected by shareholders at their annual meeting, and the officers shall be elected by the Directors at their annual meeting, both of which will be held at the initial registered office of the corporation, or at such other place as may be provided by the By-Laws, or may otherwise be agreed upon.

ARTICLE XIII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIV

The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the shareholders or the Directors. The shareholders may amend, alter or repeal any By-Law adopted by the Directors. The Directors may not amend, alter, or repeal any By-Law which would be in conflict with the By-Laws adopted by the shareholders.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator and original subscriber to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, and acknowledge and file the foregoing Articles of Incorporation, hereby certify that the facts stated therein are true and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at St. Petersburg, Florida, this 22 day of May, 1997.

Abigail Bliss  
ABIGAIL BLISS

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90 P. 7101

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is PEDAL POWER PEDI-CABS CORPORATION

2. The name and address of the registered agent and office is:

ABIGAIL BLISS  
135 30th Avenue North  
St. Petersburg, Florida 33704

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED:

5/22/97

Abigail Bliss  
ABIGAIL BLISS

DIVISION OF CORPORATIONS, P.O. Box 6327, Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

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