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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-7777

NAME: ARMADILLO CYCLES, INC.

AUDIT NUMBER.....H97000008947

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

MAY 30 1997

⑤ H97000008947

ARTICLES OF INCORPORATION

OF

ARMADILLO CYCLES, INC.
5-25-97

ARTICLE I - NAME

The name of the Corporation is ARMADILLO CYCLES, INC.

ARTICLE II - DURATION

The date when the corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved. The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and the State of Florida.

Murray E. Shepard, Esq.
Shepard, Leskar & Levine, P.A.
409 S.E. 7th Street
Ft. Lauderdale, FL 33301
(954) 467-8660
FBN: 359750

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ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of \$1.00 Par Value Common stock.

ARTICLE V - PREEMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, every Shareholder, upon the sale of the cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share of stock of this Corporation (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Shepard, Leskar & Levine, P.A., 409 S.E. 7th Street, Ft. Lauderdale, Florida 33301, and the name of the initial Registered Agent of this Corporation is Murray E. Shepard, Esq.

ARTICLE VII - FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of One (Directors). The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than One (1). The name and address of the initial Board of Directors of this Corporation is:

WILLIAM RICHMOND
416 North 20th Avenue
Hollywood, Florida 33020

ARTICLE VIII - CORPORATE ADDRESS

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The initial address of the corporation shall be 416 North 20th Avenue, Hollywood,
Florida 33020.

ARTICLE IX - INCORPORATOR

The name and address of the persons signing these Articles of Incorporation is:

WILLIAM RICHMOND
416 North 20th Avenue
Hollywood, Florida 33020

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 15 day of May, 1997.


WILLIAM RICHMOND, Incorporator

STATE OF FLORIDA)

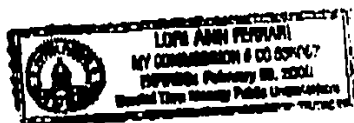
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and
County set forth above, personally appeared William Richmond, known to me to be the person
who executed the foregoing Articles of Incorporation, and who produced
personally known as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and
County aforesaid, this 15 day of May, 1997.


Notary Public State of Florida

My Commission Expires:



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EMPIRE CORPORATE KIT

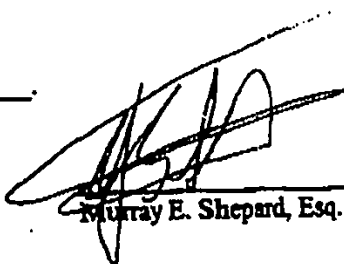
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ARMADILLO CYCLES, INC., as designated in the Articles of Incorporation, Murray E. Shepard, Esq., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated: 5-25-97


Murray E. Shepard, Esq.

STATE OF FLORIDA)

COUNTY OF BROWARD)

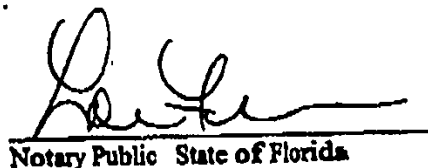
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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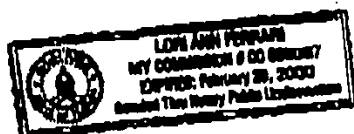
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BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared Murray E. Shepard, Esq., known to me to be the person who accepted this designation as Registered Agent of the aforesaid corporation, and who is personally known to me or has produced personally known as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State of County aforesaid, this 25 day of May, 1997.


Notary Public State of Florida

My Commission Expires



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