

997000049279
(SAMPLE LETTER OF TRANSMITTAL)

Date

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
97 JUN -2 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: K.A.D.S. BICYCLE COMPANY, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

000002198300--2
-06/02/97--01130--018
****122.50 ****122.50

DANIEL K. WHITNEY
(individual's name)

K.A.D.S. BICYCLE COMPANY
(name of corporation)

MAILING ADDRESS OF CORPORATION

6845 HIDDEN GLADE PL.		
SANFORD FLA 32771		
PHONE		
(407) 330-2250		
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

K. A. D. S. BICYCLE Company
(name of corporation)

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SECRETARY OF STATE
FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

K. A. D. S. BICYCLE Company

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of TEN CENTS Dollar(s) (\$ 10¢) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>DANIEL KEITH WHITNEY</u>		
ADDRESS	<u>6845 HIDDEN GLADE PLACE</u>		
CITY	<u>SAN FORD</u>	FLORIDA	<u>FLORIDA</u> ZIP <u>32771</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>DANIEL KEITH WHITNEY</u>		
ADDRESS	<u>6845 HIDDEN GLADE PLACE</u>		
CITY	<u>SAN FORD</u>	FLORIDA	<u>FLORIDA</u> ZIP <u>32771</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>DANIEL KEITH WHITNEY</u>		
ADDRESS	<u>6845 HIDDEN GLADE PLACE</u>		
CITY	<u>SAN FORD</u>	STATE	<u>FLORIDA</u> ZIP <u>32771</u>
NAME	<u>KAREN LOUISE WHITNEY</u>		
ADDRESS	<u>6845 HIDDEN GLADE PLACE</u>		
CITY	<u>SAN FORD</u>	STATE	<u>FLORIDA</u> ZIP <u>32771</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

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

NAME	DANIEL KEITH WHITNEY		
ADDRESS	6845 HIDDEN GLADE PLACE		
CITY	SANFORD	STATE	FLORIDA ZIP 32771
NAME	KAREN LOUISE WHITNEY		
ADDRESS	6845 HIDDEN GLADE PLACE		
CITY	SANFORD	STATE	FLORIDA ZIP 32771
NAME			
ADDRESS			
CITY		STATE	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 28 day of MAY, 1997.

_____(Seal)
_____(Seal)
_____(Seal)

STATE OF FLORIDA)
COUNTY OF SEMINOLE) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

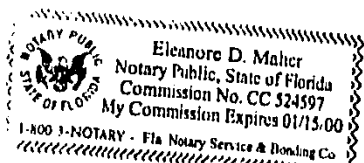
[Signature]
Signature
Karen Louise Whitney
Signature

W-350-171-56-384-0
Form of Identification
W-350-514-59-825-0
Form of Identification

Signature Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that they executed these Articles of Incorporation, that I relied upon the form of identification of the above named person as indicated opposite each name, and that an oath (was)(was not) taken.

NOTARY RUBBER STAMP SEAL



Witness my hand and official seal in the County and State last aforesaid this 28 day of MAY, 1997

Eleanore D. Maher
Notary Signature
Eleanore D. Maher
Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

FILED

97 JUN -2 PH 3: 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. A. D. S. BICYCLE COMPANY
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 6845 HIDDEN GLADE PLACE
SANFORD FLORIDA 32771

has named DANIEL KEITH WHITNEY
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

[Signature]
(registered agent)