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FLORIDA DIVISION OF CORPORATIONS

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FROM: TESCHER, LIPPMAN, VALINSKY & KAIN
072164000350

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CONTACT: PATRICIA FOX-BUTLER
PHONE: (954)467-1964
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FAX #:

NAME: ULTRA BIKE CORPORATION

AUDIT NUMBER.....H97000009446

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 11, 1997

RESCHER, LIPPMAN, VALINSKY & RAIN

SUBJECT: ULTRA BIKE CORPORATION
REF: W97000013627

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

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Division of Corporations - P.O. BOX 6927 - Tallahassee, Florida 82814

R-93X

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08-11-97 07:46AM P001 #28

ARTICLES OF INCORPORATION
OF
ULTRA BIKE CORPORATION

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TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

ULTRA BIKE CORPORATION

The name of this Corporation shall be: Ultra Bike Corporation

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 564010 Arbor Club Way, Boca Raton, Florida 33433.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 12,000,000 shares, which are to be divided into two classes as follows:

10,000,000 shares of common stock, par value \$.0001 per share;
and
2,000,000 shares of preferred stock, par value \$.0001 per share.

Fax Audit No. H97000009446 0
Kipnis Tescher Lippman Valinsky & Kain
One Financial Plaza, Suite 2/08
Ft. Lauderdale, Florida 33394
(954) 467-1964
Jay L. Valinsky, Esq. FLA BAR NO: 625019

The preferred stock may be created and issued, from time to time, in one or more series and with such designations, rights, preferences, privileges and restrictions as shall be stated and expressed in the resolution(s) providing for the creation and issuance of such preferred stock as may be adopted from time to time in the sole discretion of the Board of Directors pursuant to the authority in this paragraph given.

ARTICLE IV
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Warren Marmorstein
564010 Arbor Club Way
Boca Raton, Florida 33433

ARTICLE V
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Warren Marmorstein
564010 Arbor Club Way
Boca Raton, Florida 33433

Fax Audit No. H97000009446 0
Kipris Tescher Kippman Valinsky & Kain
One Financial Plaza, Suite 2308
Ft. Lauderdale, Florida 33304
(954) 467-1964
Jay L. Valinsky, Esq. FLA BAR NO: 625019

ARTICLE VI

INDEMNIFICATION

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE VII

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE VIII

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

INCORPORATOR:

Warren Marmorstein
Warren Marmorstein

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT:

Warren Marmorstein
Warren Marmorstein

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Kipnis Tescher Lippman Valinsky & Kain
One Financial Plaza Suite 2308
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(954) 467-1964
Jay L. Valinsky, Esq. FLA BAR NO: 625019

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