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TO: DIVISION OF CORPORATIONS

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NAME: ROTT LIMITED, INC.

AUDIT NUMBER.....H97000011122

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

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION

OF

ROTT LIMITED, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby comes to form a corporation under the laws of the State of Florida, Florida Statutes 607.001 et. seq., and the corporation so formed shall be for profit.

ARTICLE I - NAME, OFFICE & MAILING ADDRESS

The name of the corporation shall be: ROTT LIMITED, INC., located at 2231 Hollywood Blvd., Hollywood, Florida 33020.

ARTICLE II - TERM OF EXISTENCE

This corporation is to exist perpetually and shall commence at the time of filing these Articles.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be to buy, sell and repair of bicycles and other personal property, wholesale and retail, within and without the United States; as well as any other business now or in the future lawful in the State of Florida or any other jurisdiction where the corporation transacts business.

Prepared by:
Zimmerman & Marconi, Partnership
Michael J. Zimmerman, CPA; 305 235-9515
13320 S.W. 128th Street
Miami, Florida 33186

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To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or instruments to secure the payment of corporate indebtedness.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other jurisdictions, states and countries.

To purchase the assets of other corporations and to engage in the business of that corporation or other business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage pledge, or otherwise acquire or dispose of the shares of capital stock of, any bonds, securities, or other evidence of indebtedness created by any corporation of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to have outstanding at any one time twenty-five thousand (25,000) shares of stock having a par value of \$1.00 (one dollar) per share, all of the same class.

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ARTICLE V - INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation shall be:
2231 Hollywood Blvd., Hollywood, Florida, 33020.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office upon whom service of process shall be made is: MICHAEL J. ZIMMERMAN, CPA 13320 SW 128th Street, Miami, Florida, 33186.

ARTICLE VII - INITIAL DIRECTORS

This corporation shall have one (1) initial director. The number of directors may be increased from time to time by the bylaws adopted by the stockholders. The name and post office address of the first board of director is: Gary Silva, located at 2231 Hollywood Blvd., Hollywood, Florida, 33020.

ARTICLE VIII - INCORPORATORS

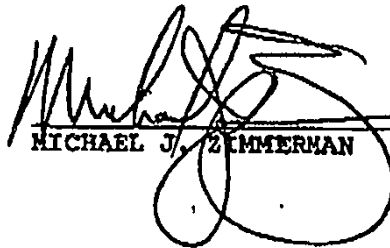
The name and post office address of the incorporator is:
MICHAEL J. ZIMMERMAN, CPA 13320 SW 128th Street, Miami, Florida, 33186.

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ARTICLE IX - AMENDMENTS


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.

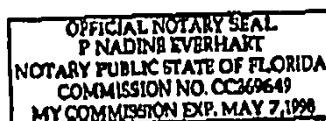

MICHAEL J. ZIMMERMAN

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

I HEREBY CERTIFY that on this date, before me, a notary public, duly authorized in the county and state aforesaid to take acknowledgments personally appeared MICHAEL J. ZIMMERMAN to me known to be the person described as the incorporator (subscriber) in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the county and state aforesaid this 7TH day of July, 1997.


NOTARY PUBLIC, State of Florida



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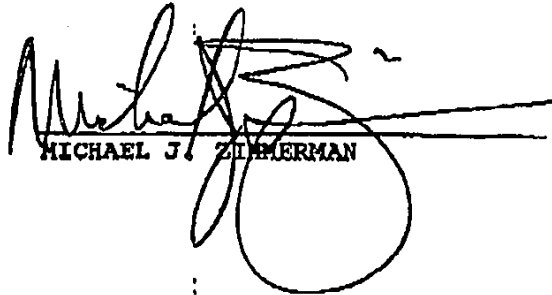
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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in that capacity and agree to comply with applicable law.


MICHAEL J. ZIMMERMAN

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