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ALEXANDER, DAMBRA & DUHL, P.A.

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*ALSO MEMBER OF NEW JERSEY BAR

July 10, 1997

Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

Attention: Division of Corporations

Re: J.Z.'s Brit Bikes, Incorporated

500002240385--6

-07/17/97--01049--020

***122.50 ***122.50

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of J.Z.'s Brit Bikes, Incorporated. Please file the original with your office and return the copy to me stamped "filed". I have also enclosed our firm's check in the amount of \$122.50 which represents the filing fee.

If you have any questions, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,


Karen Levin Alexander

KLA:cmo
Enclosures
cc: John J. Zura, Jr.
SECSTATE.LTR

JUL 16

BSB

FILED
97 JUL 17 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
J.Z.'S BRIT BIKES, INCORPORATED**

FILED

97 JUL 17 AM 8:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and Immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be J.Z.'s Brit Bikes, Incorporated, with its principal office address: 4422 Birdwood Street, Palm Beach Gardens, Florida 33410.

ARTICLE II

Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business; except that it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telephone, telegraph or cemetery building, a building and loan association, fraternal benefit society or state fair exposition.

(c) To do any and everything pertinent to the above.

ARTICLE III

Capital Stock

This Corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV

Preemptive Rights

Every Shareholder, upon the sale for 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 thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The street address of the Initial registered office of this Corporation is: 4422 Birdwood Street, Palm Beach Gardens, Florida 33410, and the name of the Initial registered agent of this Corporation at that address is: John J. Zura, Jr.

ARTICLE VII

Initial Board of Directors

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-laws but shall never be less than one. The name and address of the Initial Director of this Corporation are as follows:

John J. Zura, Jr.

4422 Birdwood Street
Palm Beach Gardens, Florida 33410

ARTICLE VIII

By-laws

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

Indemnification

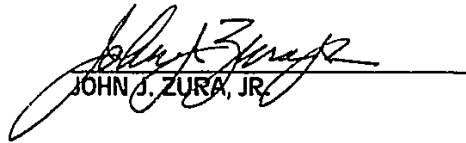
This Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

Incorporator

The name and address of the person signing these Articles is as follows: John J. Zura, Jr., 4422 Birdwood Street, Palm Beach Gardens, Florida 33410.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of JUNE, 1997.


JOHN J. ZURA, JR.

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Instrument was acknowledged before me this 27th day of June, 1997, by JOHN J. ZURA, JR., who is personally known to me or who has produced _____ as identification.


Notary Public, State of Florida

My Commission Expires:

(Notary Seal)

Judith V. Koelz
Print Name of Notary Public

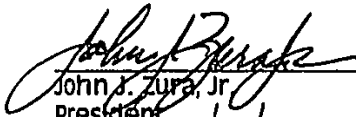


JUDITH V. KOELZ
MY COMMISSION # CC314402 EXPIRES
September 9, 1997
BONDED THIRD TROY FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

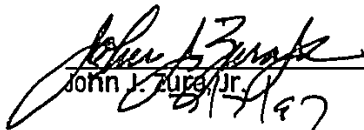
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT J.Z.'S BRIT BIKES, INCORPORATED DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 4422 BIRDWOOD STREET, PALM BEACH GARDENS, FLORIDA 33410, HAS NAMED JOHN J. ZURA, JR., LOCATED AT 4422 BIRDWOOD STREET, PALM BEACH GARDENS, FLORIDA 33410, CITY OF LAKE PARK, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


John J. Zura, Jr.
President
7/7/97

(Date)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.


John J. Zura, Jr.
7/7/97

(Date)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA