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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BIKE TECH OF FLORIDA, INC.

AUDIT NUMBER.....H97000018713

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

CERT. OF STATUS..0

PAGES..... 5

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/12/97

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Maria R. Fernandez Gomez, P.A.

LAW OFFICES

MARIA R. FERNANDEZ GOMEZ

MEMORANDUM

November 12, 1997

To: Tessy
Empire Corporate Kit

Fax: (305) 541-3770

From: Zeni Rivera, Assistant for
Maria Fernandez-Gmoez, Esq.

Fax: (305) 448-4990

Re: Bike Tech of Florida, Inc.

Dear Tessy:

Please be advised that Bike Tech, Inc. and Bike Tech of Florida, Inc., are one of the same owners. As per my telephone conversation with the Department of State if they are one in the same it will be accepted by their office for filing.

We would appreciate if you can informed them of the same, so that we can have the corporate kit delivered to our office today. If you should have any questions or need any further information please feel free to call our office.

Very truly yours,

Zeni Rivera
Zeni Rivera, Assistant for
Maria Fernandez-Gomez, Esq.

zr/

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ALHAMBRA INTERNATIONAL CENTER

255 ALHAMBRA CIRCLE, SUITE 510 CORAL GABLES, FLORIDA 33134

PHONE: (305) 441-8888

EMPIRE CORPORATE KIT

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 12, 1997

EMPIRE

SUBJECT: BIKE TECH OF FLORIDA, INC.
REF: W97000025501

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

NAME CONFLICT IS BIKE TECH, INC.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document SpecialistFAX Aud. #: H97000018713
Letter Number: 297A00054258

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ARTICLES OF INCORPORATION
OF
BIKE TECH OF FLORIDA, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is: BIKE TECH OF FLORIDA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized under the laws of the State of Florida, as a corporation for profit, and may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock, each share having a par value of ONE (\$1.00) DOLLAR.

Miami, Florida 33155.

Prepared by:
MARIA R. FERNANDEZ-GOMEZ, ESQ.
255 Alhambra Circle
suite 610
Coral Gables, Fl. 33134
Fla. Bar No. 998494
(305) 441-8080

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation is: JOYCE FREIRE, 14197 South Dixie Highway, Miami, Florida 33156.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is: 14197 South Dixie Highway, Miami, Florida 33156.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

JOYCE FREIRE
14197 South Dixie Highway
Miami, Florida 33156

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: JOYCE FREIRE 14197 South Dixie Highway, Miami, Florida 33156.

ARTICLE IX - INDEMNIFICATION

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

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ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of November, 1997.

Joyce M. Freire
JOYCE FREIRE, INCORPORATOR

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JOYCE FREIRE, known by me to be the person who executed the foregoing Articles of Incorporation, or who produced driver's license as identification, and who acknowledged before me that she executed the same for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 10 day of November, 1997.

[Signature]
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My commission expires:



MARIA F. FERNANDEZ-GOMEZ
My Commission CC520323
Expires Dec. 20, 1999

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CERTIFICATE DESIGNATING AGENT

(F.S. Sec. 48.091)

BE IT KNOWN THAT:

BIKE TECH OF FLORIDA, INC. , desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Dade County, Florida, has named JOYCE FREIRE whose address is 14197 South Dixie Highway, Miami, Florida 33156, as its agent to accept service of process within Florida.

BIKE TECH OF FLORIDA, INC.

By: Joyce M. Freire
JOYCE FREIRE, INCORPORATOR

DATED this 10 day of November, 1997.ACCEPTANCE

Having been named to accept service of process for BIKE TECH OF FLORIDA, INC. at 14197 South Dixie Highway, Miami, Florida 33156, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Joyce M. Freire
JOYCE FREIRE, REGISTERED AGENT

DATED this 10 day of November, 1997.

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