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December 16, 1997

FILED
91 DEC 17 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FED EX

Corporation Records Bureau
Division of Corporations
SECRETARY OF STATE
409 East Gaines Street
Tallahassee, FL 32399

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-12/17/97--01063--010
*****70.00 *****70.00

Re: UNIVERSITY BICYCLE CENTER, INC.

Dear Sir/Madame:

Please find enclosed herewith the original and a copy of Articles of Incorporation for the above-referenced corporation. Please file the Articles and return a "File Stamped" copy thereof to me by U.S. Mail.

We are enclosing herewith a check in the amount of \$70.00 to cover the following:

Filing Fee	\$ 35.00
Registered Agent Designation	<u>35.00</u>
	\$ 70.00

If you have any questions regarding the contents of this letter or the enclosure, please feel free to call at any time.

Sincerely,


John E. Wickman

JW:jw

Enclosures

3

ARTICLES OF INCORPORATION
OF
UNIVERSITY BICYCLE CENTER, INC.

FILED
97 DEC 17 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator subscribing to these Articles of Incorporation, being competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be: **UNIVERSITY BICYCLE CENTER, INC.**, and its initial mailing address shall be: 1220 E. Fletcher Ave., Tampa, Florida 33612. The initial address of the Corporation's principal office shall be: 1220 E. Fletcher Ave., Tampa, Florida 33612.

ARTICLE II

The purpose of this Corporation is to engage in any and all business not prohibited by the Laws of the State of Florida.

This Corporation shall have all powers given corporations under the Laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00).

ARTICLE IV

This Corporation is to exist perpetually.

ARTICLE V

The name of the initial Registered Agent is **MANUEL D. MIRABAL**, and the street address of the initial registered office of this Corporation 1220 E. Fletcher Ave., Tampa, Florida 33612.

The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

The name and address of each Incorporator of this Corporation is: **MANUEL D. MIRABAL**, 1220 E. Fletcher Ave., Tampa, Florida 33612.

ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE VIII

Pursuant to the provisions of Chapter 607, Florida Statutes, this Corporation shall begin in existence upon filing of these Articles of Incorporation with the Secretary of State.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 (SEAL)
MANUEL D. MIRABAL, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


MANUEL D. MIRABAL