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SHOPE, MELLON and ASSOCIATES, P.A.

ATTORNEYS AND COUNSELORS AT LAW

An Interstate Partnership
And Professional Association

FILED

98 JAN -9 AM 10:08

FLORIDA:

Northern Trust Bank Building
Suite 225
4001 Tamiami Trail North
Naples, Florida 34103
(941) 262-2333
FAX (941) 262-2244

PENNSYLVANIA:

505 Court Place
First Floor
Pittsburgh, Pennsylvania 15219
(412) 227-0600
FAX (412) 281-8740

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. Richard Mellon
Admitted in Pennsylvania, only

EFFECTIVE DATE

1-6-98

Of Counsel:
Gary A. Robinson
Admitted in Florida, Pennsylvania,
North Carolina, only

January 6, 1998

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Florida department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

I am enclosing the article and filing fee of the new corporation. Kindly file the same.

Sincerely,

M. Richard Mellon

MRM/gr

M. Shope GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article VI

DATE

DO

P. Hall

JAN 13 1998

FILED

ARTICLES OF INCORPORATION
OF

98 JAN -9 AM 10:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CUNNINGHAM PERFORMANCE CYCLE, INC.

The Undersigned person, acting as incorporator for the purpose of forming a stock business corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

EFFECTIVE DATE

The name of the Corporation is:

1-6-98

CUNNINGHAM PERFORMANCE CYCLE, INC.
4006 Progress Avenue, Unit B, Naples, FL 34104

**ARTICLE II
TERM**

The duration of this corporation shall be perpetual.

**ARTICLE III
GENERAL NATURE OF BUSINESS**

The purpose of this Corporation is to transact any and all lawful businesses for which corporations may be incorporated under Chapter 607 Florida Statutes.

**ARTICLE IV
INITIAL CAPITALIZATION**

The total amount of initial capitalization of this corporation shall be \$1,000.00.

**ARTICLE V
CAPITAL STOCK**

The total number of shares of common capital stock that this corporation is authorized to issue is 1000 shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VI
REGISTERED AGENT**

The initial registered agent for this corporation is M. Richard Mellon, and the initial registered agent's office is located at Northern Trust Bank Building, Suite 225, 4001 Tamiami Trail North, Naples, Florida 34103.

**ARTICLE VII
PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their pro rata share thereof at the same price at which it is offered to others.

**ARTICLE VIII
NAME AND ADDRESS OF INCORPORATOR**

Floyd Cunningham, 4524 31st Avenue, Naples, FL 34116

**ARTICLE IX
DIRECTORS**

The Corporation shall have two directors initially. The number shall be fixed by the bylaws and may be changed from time to time.

**ARTICLE X
INITIAL BOARD OF DIRECTORS**

Floyd Cunningham	Guillermo Martinez
Secretary-Treasurer	President
4524 31st Avenue	6460 Golden Gate Parkway
Naples, FL 34116	Naples, FL 34105

**ARTICLE XI
EFFECTIVE DATE**

These Articles of Incorporation shall be effective upon the date of subscription and acknowledgement.

IN WITNESS THEREOF, the undersigned subscriber, incorporator has executed these Articles on the 6th day of January, 1998


Floyd Cunningham

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I, certify that all the facts stated in these Articles of Incorporation are true and correct and are made for the purpose of forming a business corporation under the Laws of the State of Florida.

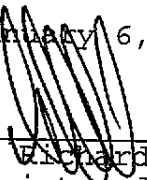
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 6, 1998.


Floyd Cunningham, Incorporator

I acknowledge my appointment as registered agent of this Corporation and accept the appointment.

January 6, 1998


M. Richard Mellon
Registered Agent

State of Florida
County of Collier

The foregoing instrument was acknowledged before me this 6th day of January, 1998 by Floyd Cunningham and M. Richard Mellon, personally known to me.


Notary Public



Gary A. Robinson
MY COMMISSION # CC506798 EXPIRES
October 31, 1999
BONDED THRU TROY FAIR INSURANCE, INC.