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JOHN D. CASSELS, JR.
LAURA ANN McCALL

LAW OFFICE OF
CASSELS & McCALL

POST OFFICE BOX 968 • 400 NW 2ND STREET • OKEECHOBEE, FLORIDA 34973 • TELEPHONE 941-763-3131 • FACSIMILE 941-763-1031

April 15, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: OKEECHOBEE BIKE & FITNESS, INC.
Our File No: 98-7923

900002493379--9
-04/20/98--01045--017
***122.50 ***122.50

Dear Sir/Madam:

You will find enclosed herewith an *original* executed Articles of Incorporation for OKEECHOBEE BIKE & FITNESS, INC., along with a copy of same. Also enclosed is our firms's check in the amount of \$122.50 to cover the following:

Filing Fee of Articles	\$35.00
Certified Copy of Articles	\$52.50
Certificate Designating Resident Agent	\$35.00

Please return the certified copy of the Articles, together with your Certification of Incorporation at your earliest convenience.

With kindest regards, I am

Sincerely,


LAURA ANN McCALL
LAM/sko

Enclosures: As stated.

cc: Gary and Ann Ritter

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
OKEECHOBEE BIKE & FITNESS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is OKEECHOBEE BIKE & FITNESS, INC.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.
2. To do such other things that are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is ONE HUNDRED (100). Such shares shall be of a single class, and shall have \$1.00 par value.

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Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

The Corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons.

ARTICLE V

The address of the initial registered office of the Corporation is: 1950 SW 5TH Ave, Okeechobee, Florida 34974. The mailing address of the Corporation is: 1950 SW 5th Ave, Okeechobee, Florida 34974.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is two (2). The name and address of the persons who are to serve as the members of the initial Board of Directors are:

CATHERINE ANN RITTER
President

1950 SW 5th Avenue
Okeechobee, FL 34974

GARY J. RITTER
Vice President, Secretary, Treasurer

1950 SW 5th Avenue
Okeechobee, FL 34974

ARTICLE VII

Directors - Removal by Stockholders. The stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the Corporation with or without cause.

ARTICLE VIII

Directors - Indemnification. The Corporation shall indemnify any officer or director, or

any former officer or director to the full extent permitted by law.

ARTICLE IX

Stockholders - Meetings. The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote all of the shares of the Corporation then issued and outstanding shall constitute a quorum, for the transaction of business.

The affirmative vote of all of the outstanding shares of the Corporation shall be considered the act of the stockholders.

ARTICLE X

Directors - Meetings. A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of a majority of the directors shall be required to constitute any act or decision of the Board of Directors.


ARTICLE XI

The name and address of the incorporators are: CATHERINE ANN RITTER, 1950 SW 5th Avenue, Okeechobee, Florida 34974 and GARY J. RITTER, 1950 SW 5th Avenue, Okeechobee, Florida 34974.

Executed by the undersigned at Okeechobee, Florida on this 15 day of April,

1998.


CATHERINE ANN RITTER


GARY J. RITTER

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

The foregoing instrument was acknowledged before me this 15th day of April, 1998, by Catherine Ann Ritter and Gary J. Ritter, () who are personally known to me, or () who have produced Fla d.L. as identification.

Tracy Evans
Signature of NOTARY PUBLIC
TRACY EVANS
Printed Name of NOTARY PUBLIC
My commission expires:

NOTARY PUBLIC - STATE OF FLORIDA
TRACY EVANS
COMMISSION # CC639289
EXPIRES 7/13/2001
BONDED THRU ASA 1-888-NOTARY1

**DESIGNATION OF AGENT AND CONSENT OF REGISTERED AGENT
TO ACCEPT SERVICE**

1. The name and address of the registered agent for the corporation is :
CATHERINE ANN RITTER.

2. CATHERINE ANN RITTER, hereby agree to be the registered agent for
OKEECHOBEE BIKE & FITNESS, INC., and further hereby agree to accept any and all
correspondence directed to said corporation and addressed to the registered office at 1950 SW 5TH
Avenue, Okeechobee, Florida 34974. 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.

Catherine Ann Ritter
CATHERINE ANN RITTER

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

The foregoing instrument was acknowledged before me this 15th day of April, 1998, by
CATHERINE ANN RITTER, () who is personally known to me or (x) who has produced
Fla. d.L. as identification.

Tracy Evans
Signature of NOTARY PUBLIC
Printed name of NOTARY PUBLIC
My commission expires:

NOTARY PUBLIC - STATE OF FLORIDA
TRACY EVANS
COMMISSION # CC639289
EXPIRES 7/13/2001
BONDED THRU ASA 1-888-NOTARY1

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