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LAW OFFICE OF
LEON M. BOYAJAN II P.A.

LEON M. BOYAJAN, II *
RICHARD D. GISH
JOHNNYE L. FRIEDRICH **

* BOARD CERTIFIED CIVIL TRIAL
**ALSO LICENSED TO PRACTICE IN OKLAHOMA

1125 STERLING ROAD
SUITE 4, POWELL SQUARE
INVERNESS, FLORIDA 34450
(352) 726-1800
FAX (352) 726-1428

March 23, 1998

Office of the Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-03/26/98--01075--015
*****70.00 *****70.00

Re: Our Client : R & S Cycle Accessories, Inc.
Our File No. : 98.070

Dear Sir or Madam:

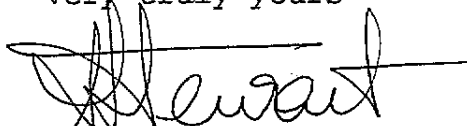
Please find enclosed Articles of Incorporation and our firm's check in the amount of Seventy (\$70.00) Dollars in payment of the filing fees.

The name of the new corporation is to be:

R & S CYCLE ACCESSORIES, INC.

Should you have any questions, please do not hesitate to contact our office.

Very truly yours



Anna M. Stewart
secretary to
Richard D. Gish, Esquire

\as
Enclosures

Dmc
3/31/98

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
R & S CYCLE ACCESSORIES, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act, hereby adopts the following as its Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is R & S CYCLE ACCESSORIES, INC. The principal place of business of this corporation shall be: 1282 East Rockefeller Lane, Hernando, FL 34442, and the mailing address of this corporation shall be: P. O. Box 735, Lecanto, FL 34461.

ARTICLE II - DURATION

The term of existence of this corporation is perpetual.

ARTICLE III - COMMENCEMENT

The date and time of the commencing of corporate existence shall be upon the filing of these Articles.

ARTICLE IV - PURPOSE

The purpose of this corporation is to engage in any or all lawful activity for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V - POWERS

This corporation shall have the power to exercise any and all powers that corporations have and may exercise under the laws of the State of Florida, and as the same may be amended except such powers as may be inconsistent with the expressed provisions of this Certificate or by the Bylaws as adopted by this corporation.

This corporation shall have the power to do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, attainment of any of the objects, or the exercise of any of the powers herein set forth below, or in the Bylaws, either alone or in conjunction with other corporations, firms, or individuals and either as principles or agents and to do every other act or acts, thing or things, incidental or pertinent to or growing out of or connected with the above-mentioned objects, purposes or powers.

This corporation shall have the power:

(1) To enter into and perform all manner and kinds of contracts, agreements and obligations for a legal purpose by, or with any person, firm, or association, corporation, or governmental division or subdivision.

(2) To enter into and perform contracts for constructing, building, altering, improving, repairing, decorating, maintaining and furnishing buildings, tenements and the structures of every description and to advance money to and to enter into agreements of all kinds with builders, contractors, property owners, and others for such purposes. To hire and employ agents,

servants, employees to enter into agreements of employment and collective bargaining agreements and to act as agent, contractor, trustee, factor, or otherwise, either alone or accompanied with others.

(3) To promote, assist financially or otherwise, corporations, firms, syndicates, associations, individuals and others and to give any guarantee in connection therewith or otherwise for the payment of money or for the performance of any undertaking or obligation.

(4) To endorse or guarantee the payment of principal of, or interest on bonds, notes, or any other evidences of indebtedness or obligations and to guarantee the performance of any other contracts or undertakings in which the corporation may otherwise be or become interested of any firm, corporation, association, partnership, trustee, syndicate, individual or government division or subdivision, domestic or foreign insofar as may be permitted by law.

(5) To borrow money, to draw, make, accept, endorse, issue, sell or otherwise deal lawfully in promissory notes, bills of exchange, bonds, debentures, or any other negotiable or transferrable obligations or instruments from time to time for any purpose of or concerning the business of the corporation.

(6) To secure the payment of corporate indebtedness by executing mortgages, deeds of trust, pledges, or similar instruments with respect to all or any part of the property of the corporation whether now owned or to be acquired in the future.

(7) To lend or advance money or to give credit to such persons that upon such terms as it may seem expedient and in particular to customers and others having dealings with the corporation; and, to guarantee or give security of the loans of its customers and others dealing with it, but nothing herein shall be construed to give this corporation banking powers.

The delineation of the above powers in all cases shall not be construed as limitations, but shall be construed as giving this corporation the widest power available under the laws of the State of Florida. In case of a bona fide controversy over whether an act is within the power of the corporation, it shall be presumed to be within the corporate powers.

ARTICLE VI - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights.

ARTICLE VII - TRANSACTIONS IN WHICH SHAREHOLDERS HAVE INTEREST

Any contract or other transaction between the corporation and one or more of its shareholders, or between the corporation and any firm of which one or more of its shareholders are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its shareholders are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the shareholder or

shareholders at the meeting of the Shareholders of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the shareholders and the shareholders shall, nevertheless, authorize or ratify the contract or transaction, the interested shareholder or shareholders to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification, this section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any person who was or is a party or is threatened to be made a part to any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is, or was serving at the request of the corporation, partnership, trust, joint venture, or other director, officer, employee, or agent to repay such amount unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized by this section.

The corporation shall also indemnify any director, officer, employee or agent who has been successful on the merits or otherwise, in defense of any action, suit or proceeding, or in

defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

In addition to the indemnification provided for herein, the corporation shall have the power to make any other or further indemnification, except as indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

If any expenses or other amounts are paid by way of indemnifications, otherwise than by Court Order or action by the stockholders, the corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and in any event, within fifteen months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the person paid, the amounts paid, and the litigations or threatened litigation.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the shareholder, officer, employee or agent to repay such account unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Section.

This indemnification provided by this Section shall not be deemed exclusive of any other rights to those which indemnification may be entitled under any Bylaw, agreement vote of shareholders or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a shareholder, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person.

ARTICLE IX - INSURANCE AGAINST PROFESSIONAL LIABILITY

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would

have authority to indemnify him against such liability under the provisions of these Articles, or under law.

ARTICLE X - OFFICERS AND DIRECTORS

The Board of Directors of this corporation shall consist of four members.

The name and address of each person who is to serve as a member of the initial Board of Directors is:

JOHN A. SAVAGE
1484 East Monopoly Loop
Inverness, FL 34453

MARGARET W. SAVAGE
1484 East Monopoly Loop
Inverness, FL 34453

WILLIAM R. RIEGER
1282 East Rockefeller Lane
Hernando, FL 34442

MARY C. RIEGER
1282 East Rockefeller Lane
Hernando, FL 34442

The name and address of each person who is to serve as officers is:

President	-	WILLIAM R. RIEGER 1282 East Rockefeller Lane Hernando, FL 34442
Vice President	-	JOHN A. SAVAGE 1484 East Monopoly Loop Inverness, FL 34453
Secretary	-	MARY C. RIEGER 1282 East Rockefeller Lane Hernando, FL 34442
Treasurer	-	MARGARET W. SAVAGE 1484 East Monopoly Loop Inverness, FL 34453

ARTICLE XI - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 20 shares, of which each incorporator shall receive 5 shares. Such shares shall be of a single class and shall have a common value of \$1.00 per share.

ARTICLE XII - REGISTERED OFFICE

The street address of the initial registered office is 1125 Sterling Road, Suite 4, Inverness, Florida 34450-3979 and the name of the registered agent is RICHARD D. GISH.

ARTICLE XIII - INCORPORATORS

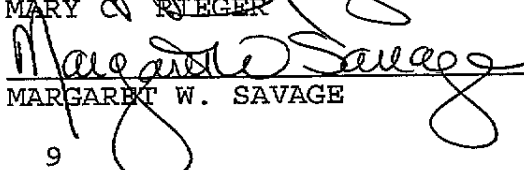
The name and address of each incorporator is:

WILLIAM R. RIEGER	-	1282 East Rockefeller Lane Hernando, FL 34442
JOHN A. SAVAGE	-	1484 East Monopoly Loop Inverness, FL 34453
MARY C. RIEGER	-	1282 East Rockefeller Lane Hernando, FL 34442
MARGARET W. SAVAGE	-	1484 East Monopoly Loop Inverness, FL 34453


WILLIAM R. RIEGER


JOHN A. SAVAGE


MARY C. RIEGER

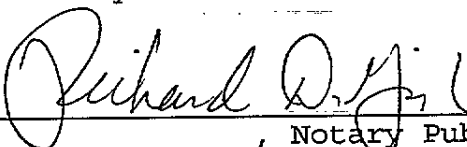


MARGARET W. SAVAGE

STATE OF FLORIDA

COUNTY OF CITRUS

SWORN TO AND SUBSCRIBED BEFORE ME, the undersigned officer, personally appeared WILLIAM R. RIEGER, who produced Florida Driver's License as proof of identification, who took an oath and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and official seal on this 24th day of March, 1998.

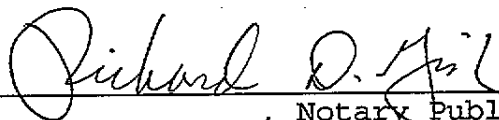


_____, Notary Public
Commission No. CC 658556
My Commission Expires:  Richard D Gish
My Commission CC658556
Expires June 24, 2001

STATE OF FLORIDA

COUNTY OF CITRUS

SWORN TO AND SUBSCRIBED BEFORE ME, the undersigned officer, personally appeared MARY C. RIEGER, or who produced Florida Driver's License as proof of identification, who took an oath and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and official seal on this 24th day of March, 1998.

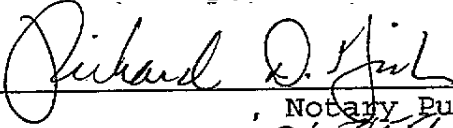

_____, Notary Public
Commission No. CC 658556
My Commission Expires:  Richard D Gish
My Commission CC658556
Expires June 24, 2001

STATE OF FLORIDA

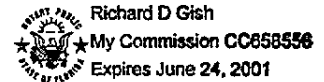
COUNTY OF CITRUS

SWORN TO AND SUBSCRIBED BEFORE ME, the undersigned officer, personally appeared JOHN A. SAVAGE, known to me, who took an oath and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and official seal on this 24th day of March, 1998.



Notary Public
Commission No. CC658556
My Commission Expires:

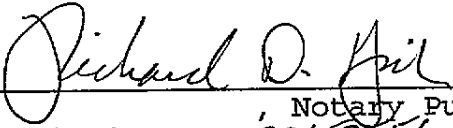


STATE OF FLORIDA

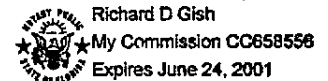
COUNTY OF CITRUS

SWORN TO AND SUBSCRIBED BEFORE ME, the undersigned officer, personally appeared MARGARET W. SAVAGE, known to me, ~~or who produced _____~~ as proof of identification, who took an oath and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and official seal on this 24th day of March, 1998.



Notary Public
Commission No. CC658556
My Commission Expires:



FILED

98 MAR 26 AM 8:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within the State of Florida, naming an agent upon whom process may be served and names and addresses of Directors.

The following is submitted in compliance with Section 48.091, Florida Statutes.

A corporation organized (or organizing) under the laws of the State of Florida with its principal office at 1282 East Rockefeller Lane, Hernando, FL 34442 and whose mailing address is P. O. Box 735, Lecanto, FL 34461 has named RICHARD D. GISH, whose address is 1125 Sterling Road, Suite 4, Inverness, FL 34450-3979 as its agent for service of process within the State.

OFFICERS, DIRECTORS AND BOARD MEMBERS

President/Director	WILLIAM R. RIEGER
Vice President/Director	JOHN A. SAVAGE
Secretary/Director	MARY C. RIEGER
Treasurer/Director	MARGARET W. SAVAGE

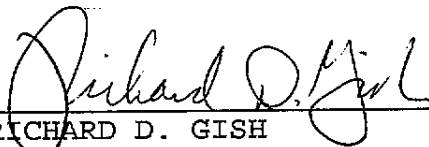
REGISTERED AGENT

RICHARD D. GISH

1125 Sterling Road
Inverness, FL 34450-3979

ACCEPTANCE OF REGISTERED AGENT

I agree as Registered Agent to accept service of process, to keep my office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida-designated address) in some conspicuous place in the office as required by law.



RICHARD D. GISH
Registered Agent