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Charles Ballo & Associates Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 12, 1998

Corporate Records Bureau
Division of Corporations
Dept. of State
PO Box 6327
Tallahassee, Fl. 32301

Re: Ralph's Bicycle Shop, Inc.

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-11/16/98--01068--003
*****70.00 *****70.00

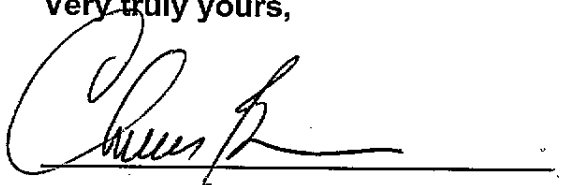
Gentlemen:

Enclosed for filing please find, in duplicate, the Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$70.00 representing the following:

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

I would appreciate your recording this corporation and returning same to our office at your earliest convenience.

Very truly yours,



P. Hall

NOV 19 1998

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**Articles of Incorporation
of
Ralph's Bicycle Shop, Inc**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators(s) for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1 NAME

The name of the corporation shall be:

Ralph's Bicycle Shop, Inc

The principal place of business of this corporation shall be:

6680 Lantana Road #8
Lake Worth, FL 33467

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 1000 shares at \$1.00 Par Value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The names(s) and street address(es) of the initial officer(s) and director(s), if any who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Sara Collins	1810-9 Front Street East Meadows, NY. 11554	Pres.
Mary Detore	1473 NE 30 Ct. Pompano Beach, Fl 33064	Secty/Treas.

ARTICLE VI INCORPORATORS

The name(s) and street address(es) of the Incorporator(s) to these articles of incorporation is (are):

Sara Collins	1810-9 Front Street , East Meadows, NY. 11554
Mary Detore	1473 NE 30 Ct., Pompano Beach, Fl 33064

IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation this 10 day of November, 1998.

Signature(s) of Incorporator(s)

Sara Collins Maryanne Detore

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is: Ralph's Bicycle Shop, Inc.
2. The name and address of the registered agent and office is:

Mary Detore
1473 NE 30 Ct.
Pompano Beach, FL 33064

**HAVING BE NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION
607.325 FLORIDA STATUTES.**

x Marianne Detore

Signature