

D99000004554

Mark R. Gregoire

6350 West Atlantic Boulevard
Margate, FL 33067
954.971.9590

January 10, 1999

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

*****87.50 *****87.50

Subject: BikePartsUSA, Inc.

Dear Sir or Madam:

Enclosed is an original and two copies of the Articles of Incorporation for the above proposed corporation and a check for \$87.50 for the filing fee, a certified copy of the Articles of Incorporation, and a Certificate of Status.

Please register the above corporation and return the appropriate documents to me at the above address. If you have any questions, please contact me at the number below during business hours.

Thank you for your cooperation.

Sincerely,



Mark R. Gregoire
6350 West Atlantic Boulevard
Margate, Florida 33063
954.971.9590

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 13 AM 11:03

ARTICLES OF INCORPORATION

OF

**BikePartsUSA, Inc.
A Florida For-Profit Corporation**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 13 AM 11:04

The undersigned, acting as Incorporator of BikePartsUSA, Inc., a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be BikePartsUSA, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

BikePartsUSA, Inc.
6350 West Atlantic Boulevard
Margate, Florida 33063

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100).

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Mark R. Gregoire
6350 West Atlantic Boulevard
Margate, Florida 33063

ARTICLE V

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Mark R. Gregoire
6350 West Atlantic Boulevard
Margate, Florida 33063

ARTICLE VI

BY-LAWS

By-Laws shall be adopted, altered, amended, or repealed by majority vote of the Board of Directors as provided in the By-Laws. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or these Articles of Incorporation.

ARTICLE VII

OFFICERS

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Treasurer, and such other Officers as shall be hereafter provided for in the By-Laws of the Corporation. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, these Articles of Corporation, or the By-Laws of the Corporation, or as may be otherwise reserved to the Board of Directors.

ARTICLE VIII

BOARD OF DIRECTORS

A. The number of persons constituting the initial Board of Directors shall be one (1). The number of members of subsequent Board shall be determined in the sole discretion of the initial

Director.

B. The name and address of the initial Director are as follows:


Mark R. Gregoire
6350 West Atlantic Boulevard
Margate, Florida 33063

IN WITNESS WHEREOF, the Incorporator has hereto fixed his signature this 11 day of
January, 1999.


Mark R. Gregoire

CERTIFICATE OF REGISTERED AGENT

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.


Mark R. Gregoire

Date 1/11/99

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 JAN 13 AM 11:04