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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 21 AM 10:35

January 19, 1999

Division of Corporations
The Capitol Building
Room 208
Tallahassee, FL 32399

800002749518--5
-01/21/99--01058--001
*****70.00 *****70.00

Re: Incorporation of Cycle Promotions USA, Inc.

Dear Sir/Madam:

Please find the enclosed check in the amount of \$70.00 along with the Articles of Incorporation for incorporating of the above referenced corporation.

I also enclose a self addressed stamped envelope for return of the Letter of Incorporation.

Sincerely,

Tod Andrew Weston

enc.

TW/lr

B. BROWN JAN 26 1999

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ARTICLES OF INCORPORATION

OF

CYCLE Promotions USA, Inc.

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

ARTICLE I NAME

The name of the corporation is *Cycle Promotions USA, Inc.*

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be

2501 E. Commercial Blvd, Ste. 212, Ft. Lauderdale, FL 33308

ARTICLE III CAPITAL STOCK

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

ARTICLE IV TIME

The period of the duration of this corporation is perpetual unless dissolved according to law.

ARTICLE V PURPOSE

The purpose for which the corporation is organized is to conduct any lawful business allowed in the State of Florida. The Articles of Incorporation along with the By-Laws of said corporation will govern.

Tod Andrew Weston, Esq.
2501 E. Commercial, Ste. 212
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ARTICLE VI DIRECTORS

The number constituting the initial Board of Directors of the corporation is one (1), and the name(s) and address(es) of the person(s) who are to serve initially are:

John Settle, 2501 E. Commercial Blvd, Ste 212,
Fort Lauderdale, FL 33308

ARTICLE VII

The name and address of the incorporator is:

John Settle, 2501 E. Commercial Blvd, Ste. 212
Fort Lauderdale, FL 33308

ARTICLE VIII REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

John Settle, 2501 E. Commercial Blvd, Ste. 212, Fort Lauderdale, FL 33308

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18 day of Jan 1998.

Signature of Incorporator

→ X John Settle

State of Florida
County of Broward

THE FOREGOING instrument was acknowledged and sworn to before me this 18 day of January 1998.

Donna Grinos
NOTARY

My Commission Expires:



Donna Grinos
MY COMMISSION # CC704385 EXPIRES
December 22, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Tod Andrew Weston, Esq.
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under 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 corporation is: *Cycle Promotions USA, Inc.*
2. The name and address of the registered agent and office is:

John Settle, 2501 E - Commercial Blvd, Ste 212, Ft. Lauderdale, FL 33308

→ Signature *John Settle*
(Corporate officer)

Title: President

→ Date: *1/18/99*

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.

→ SIGNATURE *John Settle*
→ DATE: *1/18/99*

REGISTERED AGENT FILING FEE: \$35.00

Tod Andrew Weston, Esq.
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