199900007294 LAW OFFICES

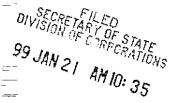
#### TOD ANDREW WESTON

Of Counsel Andrew T. Gerrits Laurence Glazer

### TOD ANDREW WESTON

Attorney & Counselor At Law 2501 East Commercial Boulevard Suite 212

FORT LAUDERDALE, FLORIDA 33308 TELEPHONE (954) 938-5333 FAX (954) 938-4056



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/ls

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#### ARTICLES OF INCORPORATION

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# 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

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares ast \$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 Fort Lauderdale, FL 33308 (954) 938-5333

#### 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 B. Commercial Blod, Ste 212, Fort Lauch FC 33308 =

The name and address of the incorporator is:

John Settle, 2-501 E- Commercial Bluch Ste. 212
Fort Lauclerdale FC
ARTICLE VIII REGISTERED AGENT AND ADDRESS = 33705

The name and address of the initial registered agent is:

John Settle, 250/ E. Commercial Blud, Str. 212, Fort Condition
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18 day of Jan. 1998.

Signature of Incorporator

State of Florida

State of Florida County of Broward

THE FOREGOING instrument was acknowledged and sworn to before me this \_\_\_\_ day of \_\_\_\_\_ 1998.

Janua Trinos

NOTARY

My Commission Expires:

Donna Grinos

MY COMMISSION # CC704385 EXPIRES. \_\_

December 22, 2001

BONDED THRU TROY FAIN INSURANCE, INC. \_\_

Tod Andrew Weston, Esq.

2501 E. Commercial, Ste. 212

Fort Lauderdale, FL 33308

(954) 938-5333

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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, FAC-

2. The name and address of the registered agent and office is:

John Stille, 2501 B- Commercial BlvC, Stc 212, Ft. Cand, FC

Signature

Signature

Signature

Title: President

-> Date: XX //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

DATE: 1/18

REGISTERED AGENT FILING FEE: \$35.00

Tod Andrew Weston, Esq. 2501 E. Commercial, Ste. 212 Fort Lauderdale, FL 33308 (954) 938-5333

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