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LAW OFFICE

MARGOT PEQUIGNOT, P.A.

P.O. BOX 2497  
LARGO, FL 33779-2497

164 8th AVENUE S.W.  
LARGO, FL 33770

(727) 518-7330  
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March 17, 1999

FILED  
99 MAR 18 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Sent Via Airborne Express  
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Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-03/18/99--01059--006  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Flat-Land Mountain Bikes, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-named corporation. Also enclosed please find my firm's check in the amount of \$122.50 to cover your fee for a certified copy of the Articles and for filing the Articles and Designation of Registered Agent. Please return the certified, date-stamped copy of the Articles to me at Margot Pequignot, P.A., P.O. Box 2497, Largo, Florida 33779-2497. Should you have any questions, please contact me at 727/518-7330. Thank you for your assistance in this matter.

Sincerely,

Margot Pequignot

MP/bam

Enclosure

cc: Flat-Land Mountain Bikes, Inc.

PH  
3/24/99 ✓

**ARTICLES OF INCORPORATION**  
**OF**  
**FLAT-LAND MOUNTAIN BIKES, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name**

The name of this corporation is: Flat-Land Mountain Bikes, Inc.

**ARTICLE II**

**Duration**

The term of existence of this corporation shall be perpetual.

**ARTICLE III**

**Purpose**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**Capital Stock**

This corporation is authorized to issue 10,000 shares at One Dollar (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, and in accordance with the provisions of Section 1362 of the Internal Revenue Code and any and all successor provisions of said Code.

## ARTICLE V

### Preemptive Rights

Any shareholder, upon the sale by the corporation for cash of any new stock of this corporation, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE VI

### Principal Office of Corporation

The principal office and mailing address of this corporation is 8802 Rocky Creek Drive, No. 101, Tampa, Florida 33615.

## ARTICLE VII

### Initial Registered Office of Agent

The name and address of the initial registered agent of this corporation is Margot Pequignot, Esquire, 164 8th Avenue S.W., Largo, Florida 33770.

## ARTICLE VIII

### Initial Board of Directors and Officers

This corporation shall have two (2) directors and/or officers initially. The number of directors and/or officers may be either increased or diminished from time-to-time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Offices</u>
Michael Kevin Ward	830 Wood Street Dunedin, FL 34698	President/ Director

<u>Name</u>	<u>Address</u>	<u>Offices</u>
Walter Roger Murray	1420 Morrow Drive Clearwater, Florida 33756	Vice-President/ Director

## ARTICLE IX

### Incorporator

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Margot Pequignot, Esquire	Margot Pequignot, P.A. 164 8 <sup>th</sup> Avenue S.W. Largo, Florida 33770

## ARTICLE X

### By-Laws

The power to adopt, alter, amend, or revise By-Laws shall be vested in the Board of Directors and the shareholders.

## ARTICLE XI

### Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## ARTICLE XII

### Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

## ARTICLE XIII

### Indemnification


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## ARTICLE XIV


### Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

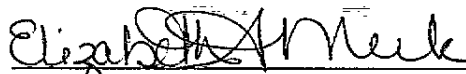
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17<sup>th</sup> day of March, 1999

  
Margot Pequignot  
Incorporator

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

**BEFORE ME**, a Notary Public authorized to take acknowledgements this State and County set forth above, personally appeared MARGOT PEQUIGNOT, who is personally known to me or who has produced  as identification and who is known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to me that she executed those Articles of Incorporation.

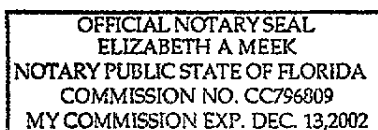
**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17<sup>th</sup> day of March, 1999.



Notary Public

Elizabeth A. Meek

Print Name



12/13/02  
My Commission Expires:

**CERTIFICATE OF DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, *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:

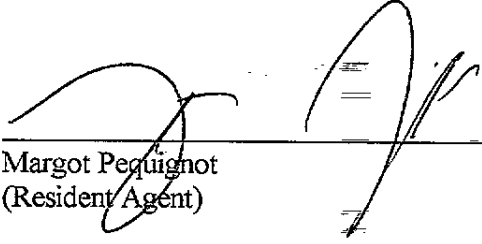
1. The name of the corporation is: Flat-Land Mountain Bikes, Inc.
2. The name and address of the registered agent and office are:

**MARGOT PEQUIGNOT, ESQUIRE**  
164 8th Avenue S.W.  
Largo, Florida 33770

FILED  
99 MAR 18 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT**

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Margot Pequignot  
(Resident Agent)

March 17, 1999  
Date