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LAW OFFICES

HARRIS, KUKEY & HELGESEN

A PROFESSIONAL ASSOCIATION

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BOARD CERTIFIED CIVIL  
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April 8, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

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-04/12/99--01082--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Planet Cycle, Inc.

Ladies and Gentlemen:

Enclosed herewith for filing are the Articles of Incorporation of Planet Cycle, Inc., together with a copy to be certified and returned to this office.

Also enclosed is our check in the amount of \$78.75 to cover the cost of the filing fees and certification fees for this corporation.

Thank you for your cooperation in this matter.

Sincerely,

*Maryann S. Peterson*

Maryann S. Peterson  
Secretary to Andrew Helgesen

Enclosure

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FILED  
99 APR 12 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

me 4/14/99

**ARTICLES OF INCORPORATION  
OF  
PLANET CYCLE, INC.**

**FILED**  
**99 APR 12 PM 1: 24**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the corporation ("Corporation") is **Planet Cycle, Inc.**

**ARTICLE II**

The existence of the corporation shall begin on the date that the articles are filed.

**ARTICLE III**

The street address of the principal office of the Corporation is 1201 U.S. Highway One, Suite 36, North Palm Beach, FL 33408.

**ARTICLE IV**

The maximum number of shares this Corporation is authorized to issue is 10,000, \$1.00 par value, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE V**

The initial street address of the Corporation's registered office is 11380 Prosperity Farms Road, Suite 201, Palm Beach Gardens, FL 33410. The initial registered agent for the Corporation at that address is Andrew Helgesen.

ARTICLE VI

The initial board of directors shall consist of one (1) members. The names and address of the persons who will serve on the initial board of directors are:

Name  
Dennis K. McGuire

Address  
4502 Water Oak Court  
Palm Beach Gardens, FL 33410

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:


Name  
Dennis K. McGuire

Address  
4502 Water Oak Court  
Palm Beach Gardens, FL 33410

ARTICLE VIII

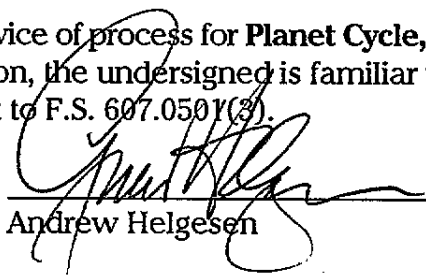
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12 day of February, 1999.

  
Dennis K. McGuire

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **Planet Cycle, Inc.**, at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Andrew Helgesen

Date: MARCH 13, 1999

FILED  
99 APR 12 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA