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April 15, 1999

Secretary of State
Corporate Charter Division
Post Office Box 6327
Tallahassee, Florida 32314

400002843784--2
-04/19/99-01084-016
*****78.75 *****78.75

RE: Cycle Scene Magazine, Inc.

Dear Sir or Madam:

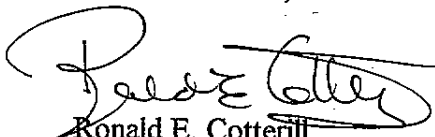
Please find enclosed the original of the Articles of Incorporation for the above named corporation, along with a check in the amount of \$78.75 to cover corporate fees.

Please file this corporation with your office and return the Certificate of Incorporation to me at the above address at your earliest convenience.

Your cooperation is appreciated.

Very truly yours,

LENTZ & FAIR, P.A.


Ronald E. Cotterill
Attorney at Law

REC:pha
Enclosures

99 APR 19 AM 10:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. O'NESSER

APR 21 1999

**ARTICLES OF INCORPORATION
OF
CYCLE SCENE MAGAZINE, INC.**

FILED
99 APR 19 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, natural persons competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the applicable laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be CYCLE SCENE MAGAZINE, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares all of which shall be voting common stock of the par value of One (\$1.00) Dollar.

To the extent permitted by law, said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended.

All of the said stock shall be payable in cash, or in services or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the stockholders of this

corporation at a regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business will not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office and principal of this corporation is:

6131 Anderson Road
Tampa, FL 33634

The name of the initial registered agent of this corporation at the address listed above is NANCY IHASZ.

ARTICLE VII - DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The names and addresses of the initial directors of this corporation are as follows:

NANCY IHASZ
6131 Anderson Road
Tampa, FL 33634

The name and address of the person signing these Articles of Incorporation is as follows:

NANCY IHASZ
6131 Anderson Road
Tampa, FL 33634

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

NANCY IHASZ
6131 Anderson Road
Tampa, FL 33634

IN WITNESS WHEREOF the incorporator has hereunto set his hand and seal, this 15th day of April, 1999.

Nancy L. Ihasz
NANCY IHASZ

STATE OF FLORIDA

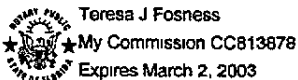
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of Florida, County of Pinellas, to take acknowledges, personally appeared NANCY IHASZ described as the incorporator in CYCLE SCENE MAGAZINE, INC., and she executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed the same freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal at Pinellas County, Florida, this 15th day of April, 1999.

Teresa J. Fosness
NOTARY PUBLIC

My Commission Expires:

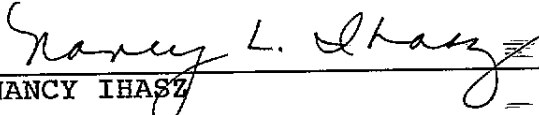


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 616.023, Florida Statutes, the following is submitted in compliance with said act:

That NANCY IHASZ desiring to organize under the laws of the State of Florida as a corporation with its principal office, as indicated in its Articles of Incorporation, at 6131 Anderson Road, Tampa, Fl 33634, has named NANCY IHASZ as agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and to comply with the provisions of said act relative to keeping open said office.



NANCY IHASZ

FILED
99 APR 19 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA