

Filing Fee \$150.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION

100 NORTH MAIN STREET

PROVIDENCE, RI 02903

Corp. I.D. #

71193

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is Pedal Power Bicycle Shop, Inc.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual.

THIRD. The purpose or purposes for which the corporation is organized are:

The retail sale of bicycles and related items.

To have and to exercise all the powers now or hereafter conferred by the laws of the State of Rhode Island upon Corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares ... 600 (No Par Value)

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

or

(b) If more than one class: Total number of shares ...

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of Directors, in the manner following:

He shall notify the directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The directors shall within thirty days thereafter either accept the offer, or by notice to him in writing name a second arbitrator, and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the directors shall have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he may see fit.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if said action is taken pursuant to Section 7-1.1-30.3, Rhode Island General Laws, as amended (1970), and according to all directives therein contained.

SEVENTH. The address of the initial registered office of the corporation is Robert Messier (add Zip Code) and the name of its initial registered agent at such address is: 879 West Main Road, Middletown, Rhode Island 02840

Robert Messier
Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation)

Name	Address
Robert Messier	879 W Main Rd., Middletown, RI
Faith M. Messier	879 W Main Rd., Middletown, RI

NINTH. The name and address of each incorporator is:

Name	Address
Michael W. Miller	122 Touro Street, Newport, RI

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Immediately upon filing.

Dated January 4, 1993

Michael W. Miller
Signature of each incorporator

MICHAEL W. MILLER

STATE OF RHODE ISLAND } In the City
COUNTY OF NEWPORT } Town } of NEWPORT

in said county this 4th day of January, A.D. 1993

then personally appeared before me Michael W. Miller

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Kathleen J. Fagan
Notary Public
My Commission Expires: 6-23-93

Rec'd & Filed JAN 11 1993

AMT #29
94683

January 6, 1992

Secretary of State
CORPORATIONS DIVISION
100 North Main Street
Providence, Rhode Island 02908

Re: Pedal Power Bicycle Shop, Inc.

Dear Sir or Madam:

Please accept this letter as consent and authorization
for Pedal Power Bicycle Shop, Inc. to use the words
"Pedal Power" in its corporate name.

If you have any questions or need anything further,
please call me.

Sincerely,

RELIANCE - PEDAL POWER, INC.

By 
Dennis R. Bristow
Its President