

State of Idaho

Department of State

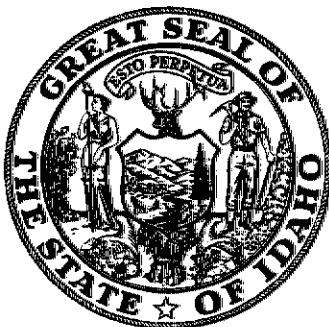
CERTIFICATE OF INCORPORATION OF

CYCLE SPORTS INC.
File number C 111733

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: August 17, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herold*

AUG 17 2 06 PM '95
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
CYCLE SPORTS INC.

IDAHO SECRETARY OF STATE
8/17/95 9:00:00 AM
Customer # 39190
LIC960008914 15384
CORPORATION PROFIT
1 @ 100.00 = 100.00

The undersigned citizens of the United States, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is CYCLE SPORTS INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand Shares of common stock of the par value of one dollar each.

FIFTH: Provisions denying preemptive rights are: None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation and for restricting the transfer of shares are:

A. A restriction on the transfer or registration of transfer of shares may be imposed by an agreement among any number of shareholders or among such holders and the corporation.

B. The shareholders of this corporation shall have the power as provided in Idaho Code Section 30-1-23A to include in the By-Laws adopted by the shareholders of the corporation, any

regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, including but not limited to the event of the death of any of the shareholders. Such By-Laws, as adopted from time to time, shall determine the manner, form, relevant terms, conditions and details of such provisions.

C. Such regulatory or restrictive provisions shall not affect the rights of third parties without actual knowledge thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock.

SEVENTH: The address of the initial registered office of the corporation is 22 North Broadway, Blackfoot, Idaho 83221, and the name of its initial registered agent at such address is N. Lee Walker.

EIGHTH: The Board of Directors shall consist of one or more members as stated in the By-Laws from time to time. The number of directors constituting the initial board of directors of the corporation is four, 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 be elected and qualify are:

<u>NAME</u>	<u>ADDRESS</u>
N. Lee Walker	2953 East Iona Road, Idaho Falls, ID 83401
Stephanie Walker	2953 East Iona Road, Idaho Falls, ID 83401
Chris Staley	1927 North 55 West, Idaho Falls, ID 83402
Carol Staley	1927 North 55 West, Idaho Falls, ID 83402

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
N. Lee Walker	2953 East Iona Road, Idaho Falls, ID 83401
Stephanie Walker	2953 East Iona Road, Idaho Falls, ID 83401
Chris Staley	1927 North 55 West, Idaho Falls, ID 83402
Carol Staley	1927 North 55 West, Idaho Falls, ID 83402

Dated: August 16, 1995


N. Lee Walker


Stephanie Walker


Chris Staley


Carol Staley