

PO00000 30345

The Law Office of
Jay C. Preefer
2161 Palm Beach Lakes Boulevard
Suite 403
West Palm Beach, Florida 33409
(561) 689-7706

FILED
00 MAR 20 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 15, 2000

600003175686
-03/20/00-01086-003
*****78.75 *****78.75

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399


Re: DAMIANO & SON'S INC

Dear Sir/Madam:

Enclosed herewith please find the original and two copies of the Articles of Incorporation with regard to the above referenced corporation, together with a check in the amount of \$78.75, which covers the filing fee for same.

Kindly process the Articles of Incorporation and return one certified copy of each in the envelope provided herein. Thank you for your courtesy and cooperation in this regard.

Very truly yours,


Bonnie L. Sarabia
Legal Assistant to
Jay C. Preefer Esquire

Enclosures

JK 3/27

ARTICLES OF INCORPORATION
OF
DAMIANO & SON'S INC

FILED
00 MAR 20 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is: DAMIANO & SON'S INC

ARTICLE II

DURATION

This corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the date of filing of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation may engage in any activity of business permitted under the laws of the State of Florida, said corporation's primary purpose to sell motorcycle parts.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$100.00 par value common stock, as follows:

JOSEPH A. DAMIANO-50 SHARES

ANDRE V. DAMIANO-50 SHARES

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his 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 PLACE OF BUSINESS

The principal place of business of this corporation is: 5083 1st Road, Lake Worth, Florida 33467 and the name of the initial registered agent of this corporation at that address is JOSEPH A. DAMIANO.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5083 1st Road, Lake Worth, Florida, 33467 and the name of the initial registered agent of this corporation at that address is JOSEPH A. DAMIANO.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one. The name and address of the initial director is :JOSEPH A. DAMIANO, 5083 1st Road, Lake Worth, Florida 33467.

ARTICLE IX

OFFICERS

The name of the initial officers of the corporation are:

President: JOSEPH A. DAMIANO

Vice President: ANDRE V. DAMIANO

ARTICLE X

INCORPORATOR

The name of the person signing these Articles : JOSEPH A. DAMIANO, 5083 1st Road, Lake Worth, Florida 33467.

ARTICLE XI

BY-LAWS

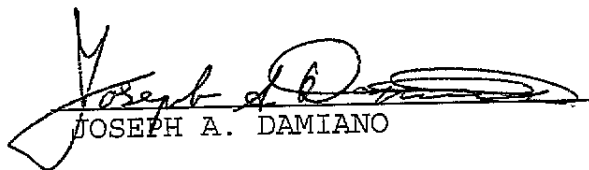
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII

AMENDMENTS

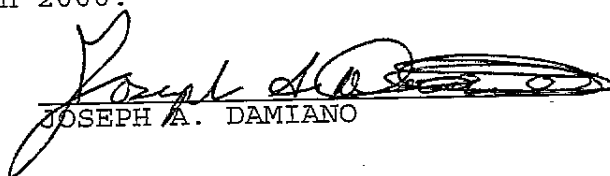
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber hereunto executed these Articles of Incorporation, this 1st day of March 2000.


JOSEPH A. DAMIANO

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent of the above named corporation, the undersigned does hereby accept such appointment and does hereby agree to do all things necessary in order to carry out any and all duties required of such position.
DATED this 1st day of March 2000.


JOSEPH A. DAMIANO

STATE OF FLORIDA

COUNTY OF PALM BEACH

FILED
00 MAR 20 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

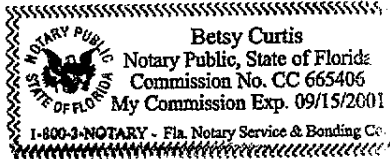
BEFORE ME, the undersigned authority, personally appeared JOSEPH A. DAMIANO, who, after being first duly sworn, deposes and states that he signed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at the State of Florida, and in Palm Beach County aforesaid, this 1st day of March, 2000.



NOTARY PUBLIC, Betsy CURTIS

My commission expires:



9/15/2001