

P98000090218



ACCOUNT NO. : 072100000032

REFERENCE : 002199 4709847

AUTHORIZATION : *Patricia Pignato*
COST LIMIT : \$ 70.00

ORDER DATE : October 20, 1998

ORDER TIME : 1:15 PM

ORDER NO. : 002199-005

CUSTOMER NO: 4709847

100002668611--2

CUSTOMER: Mr. Herbert Kliegerman
HERBERT H. KLIEGERMAN
HERBERT H. KLIEGERMAN
One Union Square West
Suite #201
New York, NY 10003

DOMESTIC FILING

NAME: ~~VESPA - FLORIDA, INC~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

2544
W98-23966

mi
10/22/98

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 20 PM 2:57

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 20 PM 2:57

October 21, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: VESPA - FLORIDA, INC.
Ref. Number: W98000023966

RECEIVED
Please give original
to the office by file date.

We have received your document for VESPA - FLORIDA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 298A00052010

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ARTICLES OF INCORPORATION

OF

VESPA MOTOR SCOOTERS - FLORDIA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VESPA MOTOR SCOOTERS - FLORIDA, INC.

The address of the principal office of this corporation shall be 1023 North Southlake Drive, Hollywood, Florida 33019, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Herbert H. Kliegerman
Director

One Union Square West, Suite 201
New York, New York 10003

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on October 20, 1998.

Patricia G. Pizzuto
It's agent, Patricia G. Pizzuto

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Patricia G. Pizzuto
It's agent, Patricia G. Pizzuto

Authorized Service Representative
Corporation Service Company