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660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615 2/9

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TOTAL BUSINESS IN FLORIDA IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMIT REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA. Harley-Davidson Motor Company Group, Inc. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.) (State or country under the law of which it is incorporated) (FEI number, if applicable) November 28, 1994 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual") (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) 3700 West Juneau Avenue, Milwaukee, WI 53208 (Current mailing address) Any lawful act or activity for which corporations may be organized (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) 9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) Name: C T Corporation System Office Address: 1200 South Pine Island Road Plantation , Florida, <u>33324</u> (Zip code) 10. Registered agent's acceptance: Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and ac cept the obligations of my position as registered agent. C T Corporation System

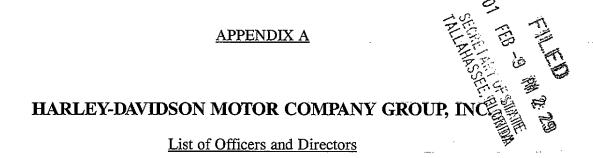
signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable) FL019 - 9/2/99 CT System Online

which it is incorporated.

A. DIRECTO	ORS (Street address only - P.O. Box NOT acceptable)			
Chairman:	See attached Appendix A		9	· · · · · · · · · · · · · · · · · · ·
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Vice Chairman	n		<u> </u>	3
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Director:				
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B. OFFICE	RS (Street address only - P.O. Box NOT acceptable)	*	=== 1	3
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	See attached Appendix A			
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Vice President:				and the second
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Secretary:		. 44 <u> louven 3 本(日</u> -考	as .	
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NOTE: If nece	essare, you may attach an addenaum to the application listing add	itional officers and/or dire	ctors.	
3.				
-00	(Signature of Chairman, Vice Chairman, or any officer listed in	number 12 of the applicat	ion)	and the second second
4. <u>Edwa</u>	rd M. Krishok, Assistant Secretary			
	(Typed or printed name and capacity of person	on signing application)		<u>.,</u> =



SOLE DIRECTOR	
Jeffrey L. Bleustein	3700 West Juneau Avenue
{	Milwaukee WI 53208

OFFICERS		
Jeffrey L. Bleustein	Chairman and Chief Executive	3700 West Juneau Avenue
	Officer	Milwaukee, WI 53208
James M. Brostowitz	Vice President, Controller,	3700 West Juneau Avenue
	Treasurer and Assistant	Milwaukee, WI 53208
	Secretary	
Gail A. Lione	Vice President, General	3700 West Juneau Avenue
	Counsel and Secretary	Milwaukee, WI 53208
James L. Ziemer	Vice President, Chief Financial	3700 West Juneau Avenue
	Officer, Assistant Secretary	Milwaukee, WI 53208
	and Assistant Treasurer	
Edward M. Krishok	Assistant Secretary	3700 West Juneau Avenue
		Milwaukee, WI 53208
Cindy A. Rooks	Assistant Treasurer	3700 West Juneau Avenue
		Milwaukee, WI 53208
Tonit M. Calaway	Assistant Secretary	3700 West Juneau Avenue
		Milwaukee, WI 53208

DOM 180 181 185

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Administrator, Division of Corporate & Consumer Services, Department Institutions, do hereby certify that

HARLEY-DAVIDSON MOTOR COMPANY GROUP, INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is November 28, 1994.

I further certify that said corporation has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921 or 181.1622, Wis. Stats., and that it has not filed articles of dissolution.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on February 6, 2001.

RAY ALLEN, Administrator

Division of Corporate & Consumer Services

Department of Financial Institutions

BY: Yestet Kair