

CT CORPORATION SYSTEM

F01000004224

CORPORATION(S) NAME

Buell Motorcycle Company

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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Name _____
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Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

8/9/01

Order#: 4716755
500004527255--1
-08/09/01--01016--021
*****70.00 *****70.00

Ref#: _____

Amount: \$ _____

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

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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TALLAHASSEE, FLORIDA

1. Buell Motorcycle Company
(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.)
2. Wisconsin 3. 39-1749172
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 15, 1992 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3700 West Juneau Avenue, Milwaukee, Wisconsin 53208
(Current mailing address)
8. 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, 33324
(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 accept the obligations of my position as registered agent.

C T Corporation System

Francis P. Regan
Assistant Secretary


(Registered agent's 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 which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached Appendix A.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached Appendix A.

Address: _____

Vice President: _____

Address: _____

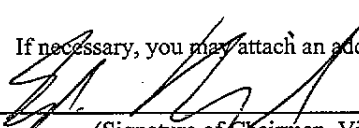
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Edward M. Krishok, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

APPENDIX A

BUELL MOTORCYCLE COMPANY

List of Officers and Directors

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TALLAHASSEE, FLORIDA

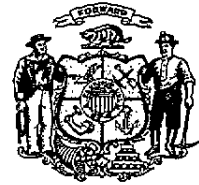
DIRECTORS	
Jeffrey L. Bleustein	3700 West Juneau Avenue Milwaukee, WI 53208
Erik F. Buell	3700 West Juneau Avenue Milwaukee, WI 53208
John Hevey	3700 West Juneau Avenue Milwaukee, WI 53208

OFFICERS		
Jeffrey L. Bleustein	Chief Executive Officer	3700 West Juneau Avenue Milwaukee, WI 53208
Erik F. Buell	Chairman and Chief Technical Officer	3700 West Juneau Avenue Milwaukee, WI 53208
John Hevey	President	3700 West Juneau Avenue Milwaukee, WI 53208
James M. Brostowitz	Vice President and Treasurer	3700 West Juneau Avenue Milwaukee, WI 53208
James L. Ziemer	Vice President	3700 West Juneau Avenue Milwaukee, WI 53208
Gail A. Lione	Vice President and Secretary	3700 West Juneau Avenue Milwaukee, WI 53208
Edward M. Krishok	Assistant Secretary	3700 West Juneau Avenue Milwaukee, WI 53208
Tonit M. Calaway	Assistant Secretary	3700 West Juneau Avenue Milwaukee, WI 53208
Cynthia A. Rooks	Assistant Treasurer	3700 West Juneau Avenue Milwaukee, WI 53208

DOM
180 181 185

United States of America
State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To All to Whom These Presents Shall Come, Greeting:

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

BUELL MOTORCYCLE COMPANY

is a domestic corporation organized under the laws of this state and that its date of incorporation is DECEMBER 15, 1992.

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 August 1, 2001.

RAY ALLEN, Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

BY:



Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.