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Corporation Guarantee and Trust Company

701 ARCHITECTS BUILDING

117 SOUTH 17TH STREET, PHILADELPHIA, PA 19103-5090

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October 28, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 34399

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-11/02/98--01104--001

*****78.75 *****78.75

RE: MOTORUP AMERICA INC.

Dear Sir or Madam:

Enclosed is duplicate Application for Certificate of Authority of the above company for filing with your office, together with Certificate of Good Standing and our \$78.75 check to cover filing fees.

Please send your usual acknowledgment and receipt to this office when the filing has been completed.

Cordially yours,



Joseph J. Collopy
Vice-President

JJC/as

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -2 PM 12:21
113

**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:**

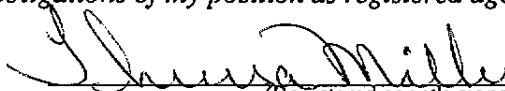
1. MotorUp America Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Pennsylvania
(State or country under the law of which it is incorporated)
3. _____
(FBI number, if applicable)
4. July 29, 1996
(Date of Incorporation)
5. perpetual
(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. 123 South Broad Street, Suite 1910
Philadelphia, PA 19109
(Current mailing address)
8. Sale of consumer products
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Theresa Miller

Office Address: 789 South Federal Highway, Suite 213
Stuart, , Florida , 34994
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above state 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.


(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.

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Peter Landau

Address: 123 South Broad Street, Suite 1910

Philadelphia, PA 19109

Director: Kyle Burns

Address: 123 South Broad Street, Suite 1910

Philadelphia, PA 19109

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

President: Lou Basenese

Address: 123 South Broad Street, Suite 1910

Philadelphia, PA 19109

Vice President: _____

Address: _____

Secretary: Kyle Burns

Address: 123 South Broad Street, Suite 1910

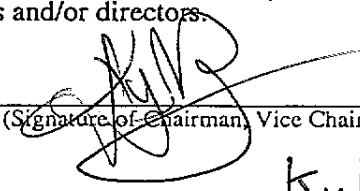
Philadelphia, PA 19109

Treasurer: Peter Landau

Address: 123 South Broad Street, Suite 1910

Philadelphia, PA 19109

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. Kyle Burns, President
(Typed or printed name and capacity of person signing application)

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

OCTOBER 23, 1998

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

MOTORUP AMERICA INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.

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IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

A handwritten signature in dark ink, appearing to read "G. L. ...", is written over a horizontal line.

Secretary of the Commonwealth

SSCH