



THE UNITED STATES CORPORATION COMPANY

99000006223

ACCOUNT NO. : 072100000032

REFERENCE : 414321 7195632

AUTHORIZATION :

COST LIMIT : \$ 78000

Patricia Pizut

ORDER DATE : October 14, 1999

ORDER TIME : 2:51 PM

ORDER NO. : 414321-010

100003040501--2

CUSTOMER NO: 7195632

CUSTOMER: Mr. Matthew Stutzman
Cagiva Usa, Incorporated
1901 Davisville Road

Willow Grove, PA 19090

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC -2 11 PM 3:35

FILED

FOREIGN FILINGS

NAME: CAGIVA U.S.A., INC.

W99-25929

WL

8 pgs

12/2/99

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 NOV -9 PM 4:42

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Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: November 29, 1999

RE: Cagiva USA, Inc.

Based on my review of the file and the affidavit received from the corporation, it is my recommendation that this file be closed. As established in affidavit from corporate officer of applicant, corporation has not previously transacted business in Florida. Corporation wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended this file be closed and corporation be issued a certificate of authority.

/gty

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99 DEC - 2 PM 3: 35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

November 5, 1999

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern,

In the process of establishing a national independent dealer network for our new lines of motorcycles, it has come to our attention that it will be necessary for Cagiva USA, Inc. to register with the State in order to do business in Florida. Upon notification, Cagiva USA has voluntarily elected to cease and desist all business transactions in Florida until we are able to satisfy the State's requirements. As a small start-up corporation, it is difficult to prepare in advance for every contingency, and we would like to kindly request that any penalty relating to Cagiva USA's failure to register with the State of Florida prior to transacting business in the State be waived. The loss of sales due to Cagiva USA's self-imposed hiatus has cost us far more during this period than the \$500 - \$1000 fine which may be requested for failing to apply beforehand. By applying even the smallest possible fine on top of the very real loss of sales would be a harsh penalty for what consisted of an honest oversight on our part. Please consider this request and feel free to contact me if you have any questions.

Sincerely,



Matthew Stutzman
Cagiva USA

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 **Husqvarna**
www.husqvarnausa.com


www.mvagustausa.com

CAGIVA
www.cagivausa.com

1901 Davisville Rd. Willow Grove, PA 19090 Ph. 215-830-3300 Fax 215-830-3301

NOV 30 1999

Office of General Counsel
Department of State

11/23/99

Gerard T. York, Esq.
Asst. General Counsel
Florida Dept. of State
The Capitol
Tallahassee, FL 32399-0250

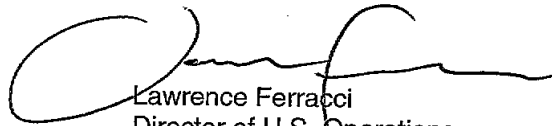
Re: Cagiva U.S.A.

Dear Mr. York:

Pursuant to your November 12, 1999 fax communication to Mr. Stutzman, I enclose herewith my affidavit indicating that the application was made in error and that Cagiva U.S.A. has not transacted business in the State of Florida as defined in the Florida statutes.

Thank you for your assistance and anticipated cooperation.

Very truly yours,


Lawrence Ferracci
Director of U.S. Operations

Enclosure

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TALLAHASSEE FLORIDA

 **Husqvarna**
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CAGIVA
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STATE OF PENNSYLVANIA :

SS:

COUNTY OF MONTGOMERY :

LAWRENCE FERRACCI, of full age, being duly sworn upon his oath, deposes and says:

1. I am the Director of U.S. Operations for Cagiva USA, a Delaware corporation located in the State of Pennsylvania.

2. Cagiva USA is in the business of importing and distributing Cagiva, Husqvarna and MV Augusta motorcycles, spare parts, and accessory products through a network of independent dealer representatives.

3. As defined by Title XXXVI, Business Organizations: Section 607.1501, Authority of foreign corporation to transact business required, Cagiva USA has not transacted business in the State of Florida as defined by state law.

4. The initial application indication was made in error with regard to Cagiva USA's having transacted business in the State of Florida; Cagiva USA seeks merely to be qualified to transact business in the future.

5. Chapter 607.1501 of the Florida Statutes, Sections (e) (Selling through independent contractors), (f) (Soliciting or obtaining orders, whether by mail or through employees, agents or otherwise, if the orders require acceptance outside this state before they become contracts), and (l) (Transacting business in interstate commerce) most closely relate to the present situation of Cagiva USA.

6. I submit this affidavit in response to the fax memorandum of November 12, 1999 from Gerard T. York, Esq.

7. The statements herein are true. I am aware that if any of the foregoing statements made by me are wilfully false, I am subject to punishment under penalty of law.

Lawrence Ferracci
Lawrence Ferracci

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Sworn and subscribed to before me
this 23 day of November 1999.

Emmanuel H. Wilson

Notary Public of Pennsylvania
My commission expires 12-17-2001

Notarial Seal
Emmanuel H. Wilson, Notary Public
Abington Twp., Montgomery County
My Commission Expires Dec. 17, 2001
Member, Pennsylvania Association of Notaries

 **Husqvarna**
www.husqvarnausa.com


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1901 Davisville Rd. Willow Grove, PA 19090 Ph. 215-830-3300 Fax 215-830-3301

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. Cagiva U.S.A., 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. Delaware (State or country under the law of which it is incorporated) 3. EIN 23-2935521 (FEI number, if applicable)

4. 10/7/97 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 4/98 (limited activity) (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1901 Davisville Road, Willow Grove, PA 19090 (Current mailing address)

8. Motor Vehicle Distribution, Motorcycle (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: Corporation Service Company

Office Address: 101 Hays Street

Tallahassee, Florida, 32301 (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.

Tabatha Fiorelli Asst VP (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)

99 DEC -2 PM 3:30 FILED SECRETARY OF STATE TALLAHASSEE FLORIDA

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

Chairman: Lawrence Ferracci - Director of U.S. Operations

Address: 12 East Newfield Way, Bala Cynwyd, PA 19104

Vice Chairman: Eraldo Ferracci

Address: 1372 Edgewood Avenue, Roslyn, PA 19001

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Claudio Castiglioni

Address: Via Montello 112, Varese, ITALY 21100

Vice President: Eraldo Ferracci

Address: 1372 Edgewood Avenue, Roslyn, PA 19001

Secretary: Eugenio Valenti

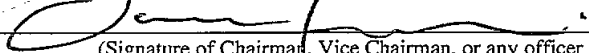
Address: Via Moncucco 22, Varese, ITALY 21100

Treasurer: Lawrence Ferracci

Address: 12 East Newfield Way, Bala Cynwyd, PA 19104

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TALLAHASSEE FLORIDA

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. Lawrence Ferracci - Director of U.S. Operations
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAGIVA U.S.A., INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF NOVEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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991465600

0059597

11-02-99



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: