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04/04/05--01015--026 \*\*155.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAW OFFICES  
**ROBERT ABRAHAM, P.A.**

A PROFESSIONAL ASSOCIATION  
149 SOUTH RIDGEWOOD AVENUE  
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DAYTONA BEACH, FLORIDA 32114

TELEPHONE (386) 258-1222  
FACSIMILE (386) 271-1110

E-MAIL:  
robertabraham@mindspring.com

March 31, 2005

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Penz Custombikes, LLC

Gentlemen:

Enclosed are the original and one copy of the proposed articles of organization for the above named limited liability company.

We would appreciate your filing the Articles of Organization as soon as possible and forwarding one certified copy of the articles to me on the date of filing.

Our check in the amount of \$155.00 to cover your costs is also enclosed.

Thank you for your assistance in this matter.

Sincerely,



Robert Abraham

RA:cm  
Enclosures  
TC023.1

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

of

PENZ CUSTOMBIKES, LLC  
A Florida Limited Liability Company

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SECRETARY OF STATE

ARTICLE 1  
NAME

The name of this limited liability company is Penz Custombikes, LLC.

ARTICLE 2  
PERIOD OF DURATION

The period of duration of this limited liability company is perpetual. The date and time at which the existence of this limited liability company begins is the date and time of filing of these articles of organization by the Department of State of the State of Florida.

ARTICLE 3  
PURPOSE

The purpose for which this limited liability company ("company") is organized is to engage in any or all lawful acts or activities in which limited liability companies may engage under the laws of Florida and any other jurisdictions in which the company may conduct business. The company shall be authorized to conduct and transact any business and engage in any activity that is either lawfully authorized or not prohibited by law and, by way of illustration and not limitation, to invest its funds in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary or appropriate for the conduct or transaction of any such business or activity; to do anything necessary and proper for the accomplishment or furtherance of any of the purposes of the company enumerated in these articles or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the company; and in general, either alone or in association with other limited liability companies, corporations, partnerships, individuals, or other entities, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of the purposes of the company.

ARTICLE 4  
PRINCIPAL OFFICE

The mailing address and street address of the principal office this limited liability company are as follows:

Mailing address: 157 Carswell Avenue  
Holly Hill, Florida 32117

Street address: 157 Carswell Avenue  
Holly Hill, Florida 32117

ARTICLE 5  
REGISTERED AGENT; REGISTERED OFFICE

The name and street address of the initial registered agent of this limited liability company in the State of Florida are as follows:

Name: Robert Abraham

Street Address: 149 South Ridgewood Avenue, Suite 500  
Daytona Beach, Florida 32114

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TALLAHASSEE, FL  
SECRETARY OF STATE

EXECUTION

The undersigned member or authorized representative of a member of this limited liability company executes these articles of organization on March 31, 2005.

  
Robert Abraham

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I hereby accept appointment as registered agent for the above named limited liability company. I am familiar with and accept the obligations of that position as provided for in Chapter 608, Florida Statutes.

Dated March 31, 2005.

  
Robert Abraham