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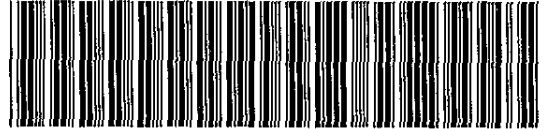
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FF \$125



Saxon Motorcycle Company

RPM Holdings Group, L.L.C.

Michael D. Gaber, Executive Vice President & Chief Financial Officer

Email: mgaber@saxonmotorcycles.com

Voice: 520-426-3000 ext. 23 Fax: 520-426-3046

January 04, 2005

State of Florida
Division of Corporations
Registration Section
P.O. BOX 6327
Tallahassee, FL 32314

FILED
05 JAN 10 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SUBJECT: Application by Foreign LLC for Authorization to Transact Business in Florida /
Application of Registration for Fictitious Name**

Ladies and Gentlemen:

Enclosed please the completed and executed documentations and fees for the above referenced applications. Per my telephone inquiry this morning, the Division of Corporations representative stated that we could file both with this office.

We are a licensed Arizona manufacturer of motorcycles. We ultimately will sell our motorcycles wholesale to dealer(s) which are licensed to sell them at the retail level in your state. We currently do not have agreements executed with any dealer in Florida. We have already filed our application to be a registered manufacturer with State of Florida Division of Motor Vehicles. That agency requires that we provide them with the certificates outlined above from Division of Corporations so that the DMV license can be issued.

In addition to the above referenced application documents, also attached are:

- Copy of AZ Dept. of Revenue Business License (Transaction Tax License)
- Copy of State of Arizona, Dept. of Transportation, Manufacturers' License
- Copy State of AZ, Dept. of State Trade Name Certification
- Copy NHTSA confirmation as a manufacturer

For additional confirmation, please visit our website: www.saxonmotorcycles.com

Should any questions arise, please contact me directly at 520-426-3000, ext. 23, or via email at mgaber@saxonmotorcycles.com.

Very truly yours,

Michael D. Gaber
Exec. Vice President / CFO
Member

Enclosures: referenced above

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RPM Holdings Group, L.L.C.
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Michael D. Gaber
(Name of Person)

RPM Holdings Group, L.L.C.
(Firm/Company)

555 W. Main Ave.
(Address)

Casa Grande, AZ 85222
(City/State and Zip Code)

For further information concerning this matter, please call:

Michael D. Gaber at (520) 426-3000 ext. 23
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

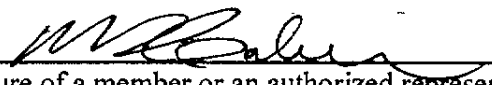
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TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. RPM Holdings Group, L.L.C.
(Name of Foreign Limited Liability Company)
2. State of Arizona
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Federal ID # 20-0448238
(FEI number, if applicable)
4. November 28, 2003
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. No business transacted prior to this registration
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 555 W. Main Ave.
Casa Grande, AZ 85222
(Street Address of Principal Office)
8. If limited liability company is a manager-managed company, check here ☐
9. The name and usual business addresses of the managing members or managers are as follows:
Jerry Petty, Member & CEO
Michael Gaber, Member & CFO
555 W. Main Ave., Casa Grande, AZ 85222
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: Arizona licensed motorcycle
manufacturer / wholesale motorcycles to licensed dealers in Florida for their ultimate sale to the retail public


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Michael D. Gaber, Member, CFO

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

RPM Holdings Group, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Michael O'Brien

(Name)

410 Flagship Drive #702

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Naples

FL

34108

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Michael O'Brien

(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

STATE OF ARIZONA



Office of the CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****RPM HOLDINGS GROUP, L.L.C.*****

a domestic limited liability company organized under the laws of the State of Arizona, did organize on the 28th day of November 2003.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said limited liability company is not administratively dissolved for failure to comply with the provisions of A.R.S. section 29-601 et seq., the Arizona Limited Liability Company Act; and that the said limited liability company has not filed Articles of Termination as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 4th Day of January, 2005, A. D.



Executive Secretary

By