M11000000171

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RECEIVED
DEPARTMENT OF STATE
CHAISTON OF CORPORATIONS

B. KOHR
JAN 1 3 2011
EXAMINER





FLORIDA DEPARTMENT OF STATE Division of Corporations

January 12, 2011

TROY TODD CSC TALLAHASSEE, FL

SUBJECT: J&P CYCLES, LLC OF DELAWARE

Ref. Number: W11000002135



Please give original submission date as file date.

We have received your document for J&P CYCLES, LLC OF DELAWARE and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

You are aware of the fact that the name J&P CYCLES, LLC is not available in Florida, and so this Delaware company will have to adopt an alternate name for transacting business in Florida.

The alternate name a company adopts must conform to Florida's name laws, and in Florida the "LLC" suffix is required to be at the end of a name.

Therefore, this company cannot use the alternate name "J&P CYCLES, LLC OF DELAWARE", but it could use the alternate name "J&P CYCLES OF DELAWARE, LLC".

ALSO, in addition to specifying the alternate name in the Foreign LLC Application, you must submit a signed WRITTEN CONSENT TO ADOPT ALTERNATE NAME FORM. This form is attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr Regulatory Specialist II

Letter Number: 111A00001124

RECEIVED



ACCOUNT NO. : I2000000195

REFERENCE : 618032

AUTHORIZATION :

COST LIMIT

ORDER DATE: December 20, 2010

ORDER TIME : 9:36 AM

ORDER NO. : 618032-030

CUSTOMER NO: 4302815

FOREIGN FILINGS

NAME: J&P CYCLES, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

PLAIN STAMPED COPY

_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER:

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA: 1. J&P Cycles, LLC (Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.") J&P Cycles Destination Daytona, LLC (If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C," "LLC.") 2 Delaware (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized) 5. Perpetual △ December 10, 2010 (Duration: Year limited liability company will cease to (Date of Organization) exist or "perpetual") (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability) 7 13225 Circle Drive Anamosa, IA 52205 (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: Arnold W. Ackerman, 17771 Mitchell North, Irvine, CA 92614 Brian Etter, 17771 Mitchell North, Irvine, CA 92614 John Parham, 13225 Circle Drive, Anamosa, IA 52205 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: Retailer of motorcycle parts & accessories 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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Typed or printed name of signee

Brian Etter, Manager

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:
J&P Cycles, LLC	
If unavailable, the alternate	to be used in the state of Florida is:
J&P Cycles Destination Day	
2. The name and the Florida	street address of the registered agent and office are:
Corporation	Service Company
	(Name)
1201 Hays S	treet
	Florida Street Address (P.O. Box NOT ACCEPTABLE)
Tallahassee	FL 32301
 	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.

Corporation Service Company

Troy Todd

By:

(Signature)

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

WRITTEN CONSENT TO ADOPT ALTERNATE NAME FOR USE IN THE STATE OF FLORIDA

We, the undersigned, do hereby certify that	we are the Managers and/or Managing
Members of J&P CYCLES, LLC	
	Liability Company)
a limited liability company duly organized a	nd existing under the laws of
Delaware	
(State or Country of Organization)	
Because the name of this foreign limited liab	pility company does not satisfy the
requirements of the s. 608.406, F.S., the limit	ited liability company hereby adopts the
following name to transact business in the st	ate of Florida:
J&P Cycles Destination Daytona, LLC	
(Name to be used by limited liability company in Florida. Company, L.L.C., or LLC.)	NOTE: Name must end with Limited Liability
Date: 1/12/2011	
Signature(s) of Manager(s) and/or Managing	g Member(s):
/s/Michael Moore	Authorized Representative
41-14-14-14-14-14-14-14-14-14-14-14-14-1	

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF

DELAWARE, DO HEREBY CERTIFY "J&P CYCLES, LLC" IS DULY FORMED

UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING

AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE

SHOW, AS OF THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "J&P CYCLES, LLC" WAS FORMED ON THE TENTH DAY OF DECEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4910995 8300

101214347

AUTHENTY CATION: 8443194

DATE: 12-21-10

You may verify this certificate online at corp.delaware.gov/authver.shtml