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Bagdes & Bagdes

Attorneys at Law

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

407 North Wild Olive Avenue
Daytona Beach, FL 32118

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904-258-7171
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PC 00000018526
February, 2000

SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Badlands of Daytona North, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$122.50 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,



Fabian Bagdes

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-02/17/00-01034--003
122.50 **78.75

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BADLANDS OF DAYTONA NORTH, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation is BADLANDS OF DAYTONA NORTH, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is organized is to provide for wholesale and retail sale of motorcycles, motorcycle parts, clothing, and motorcycle related products.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX
PRINCIPAL OFFICE

The address of the principal office of the corporation is: 411 Main Street, Daytona Beach, Florida 32118. This is also the mailing address of the corporation.

ARTICLE SEVEN
REGISTERED OFFICE

The street address of the registered office of the corporation is 411 Main Street, Daytona Beach, Florida 32118, and the name of the initial registered agent at such address is Clint Kraski.

ARTICLE EIGHT
DIRECTORS

The board of directors shall consist of the following members:

Mike Walcutt	1664 St. James Court Columbus, Ohio 43220
Chris Hull	618 1/2 Main Street Daytona Beach, FL 32118
Clint Kraski	337 Zelda Boulevard Daytona Beach, FL 32118

ARTICLE NINE
INCORPORATORS

The names and addresses of the incorporator are:

Mike Walcutt

1664 St. James Court
Columbus, Ohio 43220

Clint Kraski

337 Zelda Boulevard
Daytona Beach, FL 32118

ARTICLE TEN
OFFICERS

The officers of the corporation shall be:

Mike Walcutt
President

1664 St. James Court
Columbus, Ohio 43220

Chris Hull
Vice President

618 1/2 Main Street
Daytona Beach, FL 32118

Clint Kraski
Secretary/Treasurer

337 Zelda Boulevard
Daytona Beach, FL 32118

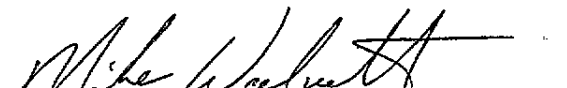
ARTICLE ELEVEN
COMMENCEMENT OF EXISTENCE


The corporation shall be deemed to commence its existence immediately.

ARTICLE TWELVE
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, we have signed our names this 15th day of February, 2000.



Mike Walcutt


Clint Kraski

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 15th day of February, 2000, before me, the undersigned authority, appeared MIKE WALCUTT, who is personally known to me or who has produced OHIO D.L. as identification; and, CLINT KRASKI, who is personally known to me or who has produced Fla D.L. as identification; and whose names are subscribed to the within instrument and having been duly sworn they acknowledged that they executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.


Notary Signature



Fabian Bagdes
MY COMMISSION # CC687946 EXPIRES
February 13, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

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NOTICE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: STATE OF FLORIDA
DEPARTMENT OF STATE

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

BADLANDS OF DAYTONA NORTH, INC., a corporation organizing under the laws of the State of Florida, with its principal office at 411 Main Street, in the City of Daytona Beach, County of Volusia, in the State of Florida, has named Clint Kraski, who is located at 411 Main Street, Daytona Beach, Florida, as its registered agent to accept service of process within the State.

DIRECTOR:

ADDRESS:

Mike Walcutt

1664 St. James Court
Columbus, Ohio 43220

Chris Hull

618 1/2 Main Street
Daytona Beach, FL 32118

Clint Kraski

337 Zelda Boulevard
Daytona Beach, FL 32118

ACCEPTANCE:

I agree as resident agent to accept service of process; to keep office open during prescribed hours; to post my name (and the names of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place as required by law.



Clint Kraski