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February 23, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-02/23/00--01003--002
*****70.00 *****70.00

RE: Articles of Incorporation for Ace Motorcycle Safety, Inc.

Dear Sirs:

Enclosed please find the original Articles of Incorporation for Ace Motorcycle Safety, Inc., for filing with the Secretary of the State of Florida, together with my check in the amount of \$70.00 representing the filing fee.

Please return a copy of the Articles of Incorporation indicating the charter number assigned to the corporation to my office after filing same.

Thank you for your assistance in this matter.

Sincerely,



Thomas L. Stephan

TLS:lpa
Enclosures



FILED
00 FEB 28 AM 11:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NO COPY

ARTICLES OF INCORPORATION
OF
ACE MOTORCYCLE SAFETY, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of the corporation shall a ACE MOTORCYCLE SAFETY, INC.

ARTICLE II. DURATION.

This corporation shall exist perpetually.

ARTICLE III. PURPOSE.

The purpose of the corporation shall be for the purpose of the transaction of any other lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock of a par value of Ten Cents (\$0.10) per share and the consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT
AND MAILING ADDRESS

The street address of the initial registered office of this corporation 668 North Orlando Avenue, Suite 1007, Maitland, Florida 32751, and the name of the Registered Agent of this corporation at that address is LAURA L. TREADWAY, and the mailing address for this corporation is 668 North Orlando Avenue, Suite 1007, Maitland,

Florida 32751.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation is as follows:

LAURA L. TREADWAY
668 North Orlando Avenue, Suite 1007
Maitland, Florida 32751

MARK G. BLOSER, Director
668 North Orlando Avenue, Suite 1007
Maitland, Florida 32751

PETER A. TORRES, Director
668 North Orlando Avenue, Suite 1007
Maitland, Florida 32751

ARTICLE VII. INITIAL OFFICERS

LAURA L. TREADWAY, President
668 North Orlando Avenue, Suite 1007
Maitland, Florida 32751

ARTICLE VIII. AMENDMENT.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this transaction.

ARTICLE IX. INCORPORATOR.

The Incorporator of these Articles of Incorporation and his name and address is as follows: LAURA L. TREADWAY and her address is 668 North Orlando Avenue, Suite 1007, Maitland, Florida 32751.

ARTICLE X. PRINCIPAL PLACE OF BUSINESS.

The address for the principal place of business of ACE MOTORCYCLE SAFETY, INC., is 668 North Orlando Avenue, Suite 1007, Maitland, Florida 32751.

IN WITNESS WHEREOF, the undersigned Incorporator and Officers and Directors have executed these Articles of Incorporation this 25 day of February, 2000.

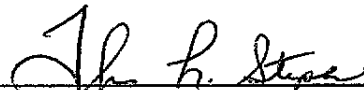

LAURA L. TREADWAY

STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared, LAURA L. TREADWAY who is PERSONALLY KNOWN TO ME AND WHO DID TAKE AN OATH, and who, after being by me first duly sworn, deposes and says that she is the Incorporator, an Officer and Director in the foregoing Articles of Incorporation and that she executed same for that purpose and the statements contained therein are true.

WITNESS my hand and official seal this 25 day of February, 2000.


Notary Public
My Commission Expires:



Thomas L. Stephan
MY COMMISSION # CC682846 EXPIRES
January 23, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT.

HAVING BEEN NAMED as Registered Agent to accept service of process of ACE MOTORCYCLE SAFETY, INC., and the registered office address is 668 North Orlando Avenue, Suite 1007, Maitland, Florida 32751 and the mailing address for said corporation is 668 North Orlando Avenue, Suite 1007, Maitland, Florida 32751, as designated by the corporation and I hereby accept and agree to act in this capacity and to comply with the provisions of said act relative to keeping said office open.

DATED this 25 day of February, 2000.


LAURA L. TREADWAY
Registered Agent

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00 FEB 28 AM 11:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA