

P00000039076

Anchors, Foster, McInnis & Keefe, P.A.

Attorneys at Law

909 MAR WALT DRIVE, SUITE 1014
FT. WALTON BEACH, FLORIDA 32547-6711

C. LEDON ANCHORS
W. SCOTT FOSTER*
C. JEFFREY MCINNIS
LAWRENCE KEEFE
MICHELLE ANCHORS

* ALSO ADMITTED IN ALABAMA

AREA CODE 850
TELEPHONE 863-4064
FAX 862-1138
E-MAIL: AFME@CYBERTRON.COM

April 10, 2000

600003207296--3
-04/13/00--01061--015
*****78.75 *****78.75

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

RE: R & R Hot Rods and Cycles, Inc.

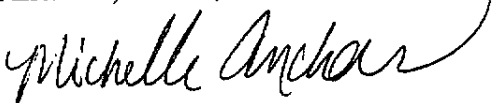
Dear Sir or Madam:

Enclosed please find a check in the amount of \$78.75 to file the enclosed Articles of Incorporation (original and one copy enclosed). If you find the enclosures in order, please endorse your approval to the Articles of Incorporation on the duplicate copy, certify the same, and return it to the undersigned at your earliest convenience.

If you should have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

Anchors, Foster, McInnis & Keefe, P.A.



Michelle Anchors

MA:slb
Enclosure

FILED
00 APR 13 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN APR 19 2000

ARTICLES OF INCORPORATION
OF
R & R HOT RODS AND CYCLES, INC.

FILED
00 APR 13 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is R & R HOT RODS AND CYCLES, INC., (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION

The Corporation shall exist perpetually, commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL PRINCIPAL OFFICE,
REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of the Corporation is 1678 Archie Sapp Road, Alford, Florida 32420 and the mailing address is the same. The street address of the initial registered office of the Corporation is 1678 Archie Sapp Road, Alford, Florida 32420 and the initial registered agent of the Corporation at that address is BOBBI L. RUDD.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) 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 name and address of the initial Directors of this Corporation are:

Bobbi L. Rudd
1678 Archie Sapp Road
Alford, Florida 32420

Stevie A. Rudd
1678 Archie Sapp Road
Alford, Florida 32420

ARTICLE VIII - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject shall be the act of the shareholders.

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of, the shareholders of this Corporation.

ARTICLE X - ARTICLE INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - INCORPORATORS

The name and address of the person signing these Articles is:

Bobbi L. Rudd
1678 Archie Sapp Road
Alford, Florida 32420

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 10th day of April, 2000.


BOBBI L. RUDD

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared BOBBI L. RUDD (✓) who is personally known to me or () who has produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 10th day of April, 2000.

Sherrie L. Barnett

NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.**

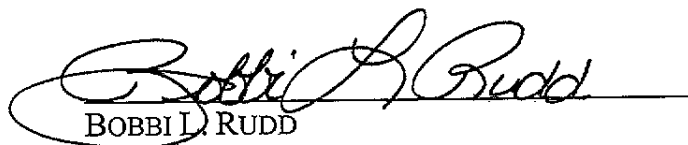
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

R & R HOT RODS AND CYCLES, INC.

("Corporation"), desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 1678 Archie Sapp Road, Alford, Florida 32420 has named BOBBI L. RUDD as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


BOBBI L. RUDD

FILED
00 APR 13 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA