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THE LAW FIRM OF
FRANK • WEINBERG • BLACK, P.L.

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*Of Counsel

December 28, 2000

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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-01/05/01--01102--001
*****87.50 *****87.50

Re: Azione Moto, Inc.

Ladies and/or Gentlemen:

Enclosed herewith please find the original and one (1) copy of Articles of Incorporation relative to the above-referenced new business entity.

Our check in the amount of \$87.50 is enclosed to cover the filing fee on the corporation.

Should you have any questions, or require any additional information, please feel free to contact the undersigned.

Cordially,

FRANK WEINBERG & BLACK, P.L.

E. J. GENEROTTI
For the Firm

EJG:jbn

encs.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

AZIONE MOTO, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:

AZIONE MOTO, INC.

ARTICLE II

PURPOSES AND POWERS: The general nature of business to be transacted by the corporation is as follows:

1. The corporation may engage in any activity of business which is permitted under the laws of the State of Florida.
2. And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.
3. And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights or franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or

other obligations or negotiable instruments.

ARTICLE III

CAPITALIZATION: The maximum number of shares of stock this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE AND 00/100 (\$1.00) DOLLAR per share.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business is FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

ARTICLE V

COMMENCEMENT AND DURATION: This corporation is to commence existence upon the filing of the Articles of Incorporation by the Department of State.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS: The name of this corporation shall be AZIONE MOTO, INC., having its principal place of business at: 540 [Rear] West Sunrise Boulevard, Fort Lauderdale, Florida, 33311, and a mailing address of: 540 [Rear] West Sunrise Boulevard, Fort Lauderdale, Florida, 33311.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida, and establish branch offices in any place within the State of Florida, as the said corporation may desire.

ARTICLE VII

DIRECTORS: This corporation shall have three (3) directors initially; the number of

Directors may be increased from time to time by the laws adopted by the stockholders, but shall never be less than two (2).

ARTICLE VIII

DIRECTORS: The names and addresses of the first Board of Directors of these Articles of Incorporation are as follows:

HOWARD SWINNERTON
Director

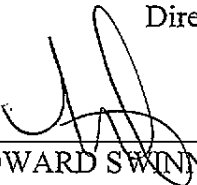
114 SW 13 Street
Fort Lauderdale, FL 33312

QUENNI KING
Director

1240 NW 57 Avenue
Pembroke Pines, FL 33028

MARTIN MARTINI
Director

534 Misty Oak Drive
Pompano Beach, FL 33069



HOWARD SWINNERTON
261-21-9083

QUENNI KING
591-06-1023

MARTIN MARTINI
351-68-0629

The names and addresses of the original officers are as follows:

HOWARD SWINNERTON
President

114 SW 13 Street
Fort Lauderdale, FL 33312

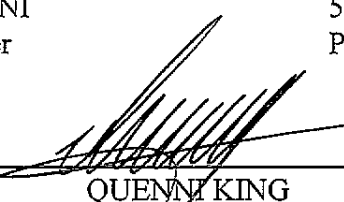
QUENNI KING
Vice President

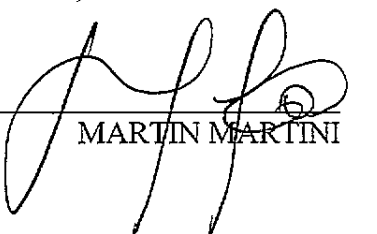
1240 NW 57 Avenue
Pembroke Pines, FL 33028

MARTIN MARTINI
Secretary/Treasurer

534 Misty Oak Drive
Pompano Beach, FL 33069



HOWARD SWINNERTON

QUENNI KING

MARTIN MARTINI

ARTICLE IX

INCORPORATORS AND SUBSCRIBERS: The Incorporator and Subscriber to all of the

capital shares of the corporation is:

HOWARD SWINNERTON

ARTICLE X

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon.

ARTICLE XI

REGISTERED AGENT: That HOWARD SWINNERTON, 540 [Rear] West Sunrise Boulevard, Fort Lauderdale, Florida, 33311, is hereby named Registered Agent for this corporation to be its agent and to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for AZIONE MOTO, INC., at the place designated in this Article, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



HOWARD SWINNERTON
Registered Agent

I, THE UNDERSIGNED, being the original Subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby name, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and

seal this 26th day of December, 2000.



HOWARD SWINNERTON

STATE OF FLORIDA)

:SS

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgments, personally appeared HOWARD SWINNERTON, to me known to be the person who subscribed to the foregoing Articles of Incorporation, and he acknowledged to me that he did subscribe hereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the State and County above set forth this 26th day of December, 2000.

Judith B Noonan
Notary Public, State of Florida at Large

My Commission Expires:

Print Name: Judith B Noonan

OFFICIAL NOTARY SEAL
JUDITH B NOONAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC625254
MY COMMISSION EXP. MAR. 17, 2001