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J. BRYAN AUG ? 8 2001

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

August 28, 2001

STATE INFORMATION BUREAU 842 E. PARK AVE. TALLAHASSEE, FL

SUBJECT: REDLINE MOTORCYCLES, INC.

Ref. Number: W01000020043

We have received your document for REDLINE MOTORCYCLES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 245-6929.

Joey Bryan Document Specialist New Filing Section

Letter Number: 601A00049042

ARTICLES OF INCORPORATION

OF

REDLINE MOTORSPORTS, INC.

The undersigned, for the purpose of forming a corporation under Chapter 607, the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is **REDLINE MOTORSPORTS**, **INC.** and the corporate existence shall commence as of the date of the filing of these Articles of Incorporation.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purpose for which the corporation is organized is to engage in the motorcycle repair and sales business; and to purchase, lease, or otherwise acquire such grounds or buildings as this corporation may need in carrying on its business; and to transact any other lawful business or business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE FOUR

The aggregate number of shares of stock which the corporation is authorized to issue is One Hundred (100). Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share. The consideration to be paid for each such share shall be fixed by the corporation.

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ARTICLE FIVE

The street address of the initial registered office of the corporation is: 9951 Citrus Ave., Crystal River, FL 34428, and the name of its initial registered agent is DALE NINCEHELSER, of 9951 Citrus Ave., Crystal River, FL 34428.

ARTICLE SIX

The number of directors constituting the initial Board of Directors of the corporation is two. The names and addresses of the persons who are to serve as members of the initial Board of Directors is as follows:

NAME

ADDRESS

DALE NINCEHELSER

7340 N. Caesar Pt. Dunnellon, FL 34433

DANIEL HOLSAPPLE

16414 Livingston Ave.

Lutz, FL 33559

ARTICLE SEVEN

The name and address of the incorporator is:

NAME

ADDRESS

DALE NINCEHELSER

7340 N. Caesar Pt. Dunnellon, FL 34433

ARTICLE EIGHT

These Articles of Incorporation were executed at Inverness, Florida, on this 3 day of September, 2/101.

DALE NINCEHELSER, Incorporator

STATE OF FLORIDA COUNTY OF CITRUS

BEFORE ME, a Notary Public, personally appeared, DALE NINCEHELSER, who is personally known to me, and he acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid, this 54 day of September, 2001.

MY COMMISSION EXPIRES:

NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First -- that REDLINE MOTORSPORTS, INC. desires to organize or qualify under the laws of the State of Florida, with its principal place of business at: 9951 Citrus Ave., Crystal River, FL 34428, State of Florida, has named DALE NINCEHELSER, as its agent to accept service of process within Florida.

Dated this _ _ day of September 2001.

DALE MINCEHELSER, Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby-agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this ____ day of September, /2001.

DALE WINCEHELSER, Incorporator

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TAIL AHASSEF FLORIDA