

PO1000098633

LAW OFFICES OF
ANDREW B. BLASI
A PROFESSIONAL ASSOCIATION
Stanford Corporate Plaza • Suite 300
7900 Glades Road
Boca Raton, Florida 33434
Telephone (561) 483-8700
Facsimile (561) 483-3387

FILED

01 OCT -9 PM 12:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 8, 2001

Via Overnight Courier

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

900004628359--5
-10/08/01--01023--014
*****78.75 *****78.75

Re: Ultra Motorcycle Company, Inc.

Dear Sir or Madam:

Please find enclosed for filing Articles of Incorporation for the subject Corporation. Also, enclosed is our check in the amount of \$78.75 to cover the filing fee. Please return the true and certified copy of the Articles of Incorporation to this office, to the attention of the undersigned.

Thank you for your assistance. Should you have any questions, please do not hesitate to contact the undersigned.

Very Truly Yours,

Law Offices of Andrew B. Blasi, P.A.

By: 

Andrew B. Blasi, Esq.

ABB/cag
encl.

C. BLALOCK OCT 10 2001

ARTICLES OF INCORPORATION
OF
ULTRA MOTORCYCLE COMPANY, INC.

FILED
01 OCT -9 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

1. NAME. The name of the corporation is *ULTRA MOTORCYCLE COMPANY, INC.*

2. PRINCIPAL OFFICE/MAILING ADDRESS. The principal office and mailing address of the corporation is 1890 SOUTH MILITARY TRAIL, WEST PALM BEACH, FLORIDA 33415.

3. SHARES. The number of shares the corporation is authorized to issue is one thousand (1,000) shares. The par value for the authorized shares is One Dollar (\$1.00).

4. PREEMPTIVE RIGHTS. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

5. INITIAL REGISTERED OFFICE AND AGENT. The name and street address of the initial registered agent and office of this corporation is:

FRED M. CAMPAGNUOLO

1890 SOUTH MILITARY TRAIL
WEST PALM BEACH, FL 33415

6. INCORPORATOR. The name and address of the Incorporator is:

FRED M. CAMPAGNUOLO

1890 SOUTH MILITARY TRAIL
WEST PALM BEACH, FL 33415

7. **DIRECTOR.** The name and address of the initial director is:

FRED M. CAMPAGNUOLO

1890 SOUTH MILITARY TRAIL
WEST PALM BEACH, FL 33415

8. **PURPOSE.** The purpose of this corporation is to conduct all lawful business permissible to be conducted by the corporation under the Florida Statutes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6 day of OCTOBER, 2001.


FRED M. CAMPAGNUOLO

STATE OF FLORIDA)
COUNTY OF Palm Beach)

I HEREBY CERTIFY that on this 6 day of OCTOBER, 2001, before me, an officer duly authorized in the State and County, aforesaid to take acknowledgments, personally appeared FRED M. CAMPAGNUOLO, who has produced FL Drivers License as identification, the person described in and who executed the foregoing instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 6 day of OCTOBER, 2001.


Notary Public, State of Florida



Andrew B. Blasi
Commission # CG 874534
Expires Oct. 25, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

(Print Name of Notary)

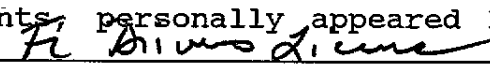
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named as resident agent for the above-stated corporation, 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 and I accept the duties and obligations under the Florida Statutes.


FRED M. CAMPAGNUOLO


STATE OF FLORIDA)
) ss.
COUNTY OF Palm Beach)

I HEREBY CERTIFY that on this 6 day of OCTOBER, 2001, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared FRED M. CAMPAGNUOLO, who has produced  as identification, the person described in and who executed the foregoing instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 6 day of OCTOBER, 2001.



Andrew B. Blasi
Commission # CG 874534
Expires Oct. 25, 2003
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public, State of Florida

(Print Name of Notary)

My commission expires:

FILED
01 OCT -9 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA