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OFFICE USE ONLY(DOCUMENT #) SECRETARY OF STATE TALLAHASSEE, FLORIDA LAZARUS CORPORATE FILING SERVICE 3320 S.W. 87 AVENUE MIAMI, FLORIDA (305)552-5973 TERESA ROMAN (TALLAHASSEE REPRESENTATI OTTICE USE OBLY CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Document #) (Document #1 4. (Comoration Harris) (Document #) Pick up time 2.60 IH Walk in Certified Copy Will wait Photocopy Mail out Certificate of Status

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FLORIDA DEPARTMENT OF STATE Jim Smith Secretary of State

August 22, 2002

LAZARUS

SUBJECT: BAJA POWERSPORT, INC.

Ref. Number: W02000024468

We have received your document for BAJA POWERSPORT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 245-6930.

Donna Graves Document Specialist New Filing Section

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The Undersigned, acting as incorporator of a corporation, under the Florida General Corporation Act., adopts the following Articles of Incorporation of such Corporation.

ARTICLE I

The name of the Corporation is BAJA POWERSPORT, INC.

ARTICLE II

The date of commencement of corporation existence is the Dday of AUGUST 2002, and the period of its duration is perpetual

ARTICLE III

The purpose of the Corporation is to engage in any activities or business permitted under the laws of the Untied States and the State of Florida

ARTICLE IV

The Corporation shall have the authority to issue 100 shares, all in one class \$1.00 value

<u>ARTICLE V</u>

The Address of its Registered Office is 104 NW 20TH STREET BOCA RATON, FL 33431. This is the Principal Office of the Corporation, and the name of its initial Registered Agent (s) (is) (are) WILLIAM ALAN CATE.

ARTICLE VI

The number of Director (s) constituting its initial Board of Directors (is) (are) THREE (which) (whose) name (s) (is) (are) PRESIDENT WILLIAM ALAN CATE – VICE-PRESIDENT JULIO PEREIRA – SECRETARY & TREASURER ANGEL TROCHE.

ARTICLE VII

The name and address of the incorporator (s) (is) (are) WILLIAM ALAN CATE 1280 SW 13 ST BOCA RATON, FL 33486 – JULIO PEREIRA 2641 OAK BROOKE WESTON, FL 33332 – ANGEL TROCHE 13430 SW 17TH TER CIR N. MIAMI, FL 33175.

<u>ARTICLE IX</u>

Preemptive Rights shall be as follows: subject to the restrictions of the Florida General Corporation Act., the holders of the common stock of this corporation shall have preemptive rights to purchase at price, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of the corporation as may be issued for money or any property, or services from time to time, in addition to that stock authorized (and issued) by the Corporation.

The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the Holder to all shares of common stock currently authorized and issued.

DATED THIS 7 day of AUGUST 2002.

X WILLIAM ALAN CATE

Signature

X ANGEL TROCHE

Signature

NULIO PEREIRA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE: NAMING AGENT UPON PROCESS MAY BE SERVED: In pursuance of Chapter 48.091 Florida Statutes, the following if submitted in compliance with said Act.

First BAJA POWERSPORT, INC desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of BOCA RATON County of Palm Beach, State of Florida, has named WILLIAM ALAN CATE, located at 104 NW 20TH STREET BOCA RATON, FL 33431 as its Agent to accept services of process within this State ACKNOWLEDGEMENT: Having been named to accept, services of process for the above State Corporation, at place designated in this Certificate: (I) (We) hereby accept, to act, in this capacity and agreed to comply with the provisions of said Act., relative to keeping open Said Office.

RESIDENT AGENT

WILLIAM ALAN CATE

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