

**Electronic Articles of Incorporation
For**

P02000093792
FILED
August 28, 2002
Sec. Of State

MOTOCROSS USA INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

MOTOCROSS USA INC.

Article II

The principal place of business address:

450 S. OLD DIXIE HWY.
SUITE 9
JUPITER, FL. 33458

The mailing address of the corporation is:

450 S. OLD DIXIE HWY.
SUITE 9
JUPITER, FL. 33458

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

BAKER & RECK, CHARTERED
2500 E. HALLANDALE BEACH BLVD.
SUITE 705
HALLANDALE, FL. 33009

I certify that I am familiar with and accept the responsibilities of registered agent.

**P02000093792
FILED
August 28, 2002
Sec. Of State**

Registered Agent Signature: ROBERT F. RECK, JR

Article VI

The name and address of the incorporator is:

JOHN N. SCALA
4093 OLD OAK DR.
PALM BEACH GARDENS, FL 33410

Incorporator Signature: JOHN N. SCALA

Article VII

The effective date for this corporation shall be:

08/28/2002