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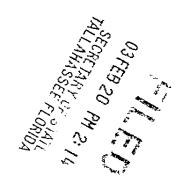
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#### ARTICLES OF INCORPORATION

of

#### MAD CREATIONS CUSTOM CYCLES AND AIRBRUSHING, INC.

The undersigned, a natural person competent to contract, acting as incorporator of a corporation under the Florida General Corporation Act, Chapter 607, Fla. Stat. (2001), as amended, adopts the following Articles of Incorporation for such Corporation.

## Article 1 Name

The name of this corporation is:
MAD CREATIONS CUSTOM CYCLES AND AIRBRUSHING, INC.

#### Article 2 Duration

The duration of this corporation shall be perpetual, commencing on the date these Articles are filed in the office of the Secretary of State of Florida.

#### Article 3 Purpose

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

# Article 4 Capital Stock

The corporation is authorized to issue 1,000 shares of common stock with each share having a par value of \$,001. All shareholders shall have preemptive rights in future stock sales by the corporation.

# Article 5 Initial Registered Office and Registered Agent

The initial registered office of this corporation has a street address of 348 Mason Ave., Holly Hill, FL32117, a mailing address of 348 Mason Ave., Holly Hill, FL 32117 and the name of the initial registered agent of this corporation is David A. Zill.

## Article 6 Board of Directors

The corporation shall have one director. The number of Directors may be increased or decreased from time to time by an amendment of the Bylaws of the corporation, but shall never be less than one.

## Article 7 incorporator

The name and street address of the person signing these Articles of Incorporation as an incorporator is as follows:

Kasie Wolf, 348 Mason Ave., Holly Hill, FL 32117.

## Article 8 Amendment of Articles

The Articles of Incorporation may be amended in the manner provided by law, unless otherwise provided by the Bylaws of the corporation. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

## Article 9 Indemnification

The corporation is empowered to indemnify any officer or director, or any former officer or director, pursuant to the Bylaws and to the provisions of Section 607.014, Fla. Stat. (2001), as amended.

# Article 10 Informal Action of Directors

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

## Article 11 Inspection of Accounts and Books

The rights of the shareholders to inspect the books and accounts of this corporation shall be as conferred by the Bylaws, resolutions of the shareholders, or as required by law.

# Article 13 Powers of Directors

The directors shall have power to make and to alter or amend the Bylaws; to fix the amount to be reserved as working capital; and to authorize and cause to be executed mortgages and liens, without limit as to the amount, upon the property and franchise of the corporation. With the written consent of the holders of a majority of the capital stock issued and outstanding, the directors shall have the authority to dispose of, in any manner, the whole property of this corporation.

	rator has executed these Articles of Incorporation on this
STATE OF FLORIDA, COUNTY OF VOICES (COUNTY OF VOICES (COUNTY OF VOICES)  Before me, the undersigned authority, personally appropriate to be the person who executed the foregoing interpretation, and who acknowledged before me to incorporation for the purposes expressed therein.	peared Kasie Wolf well strument or who produced that he/she voluntarily executed the foregoing Articles of
IN-WITNESS WHEREOF, I have hereunto set my had us to County, Florida, this Jan. 21, 2003	and and affixed my official seal at <u>Oransc Cofy</u> David a 300  NOTARY PUBLIC
David A. Zill Commission #CC975500  Expires Nov. 3, 2004  Bonded Thru Atlantic Bonding Co., ACCEPTANCE OF F	State of Florida at Large (SEAL) REGISTERED AGENT
	proporation as registered agent to accept service of process ne place designated in these Articles, I agree to act in this all statutes relative to the proper and complete
	Pate: 1/29/03