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Pittsburgh Scooters, Inc. 1717 N. Bayshore Drive #2856 Miami, Florida 33132

July 28, 2003

Florida Department of State, Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

Enclosed find check for \$78.75 which is payment of the filing fees payable to Florida Department of State, for the filing of Articles of Incorporation for Pittsburgh Scooters, Inc. The Articles of Incorporation are provided herein in duplicate, please process and return with corporate number for our files.

We enclose a pre addressed and stamped envelope for your use in returning the original of Articles to us with the corporate number.

Thanking you in advance,

Rex Carazo-Zapetis

# ARTICLES OF INCORPORATION PITTSBURG SCOOTERS, INC.

The undersigned subscribe to these Articles of Pittsburgh Scooters, Inc. each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

## ARTICLE I- NAME

The name of this corporation is Pittsburgh Scooters, Inc.

# ARTICLE II- NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be to sell wholesale, retail, mail order and Internet sales of motorcycles, scooters and other merchandise, to retailers and the general public.

This corporation shall also conduct business in, have one or more office in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copy rights, trademarks and licenses in the State of Florida and in all others states, or countries. In addition, this corporation may contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness, or purchase the corporate assets of any other corporation and engage in the same or other character of business.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers concerned by the laws of Florida upon corporations formed under its laws and to do any or all things herein before set forth to the same extent as natural persons might or could do.

#### ARTICLE III- CAPITAL STOCK

The maximum number of shares of stocks that this corporation is authorized to have outstanding at any one time is: five hundred (500) share(s) of common stock with a par value of \$1.00 each.

All the aforementioned stock is to be issued as fully paid for an exempt from assessment. The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose.

#### ARTICLE IV- INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred dollars (\$500 USD).

# ARTICLE V- TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI- ADDRESS

The initial post office address of this corporation in the State of Florida at 1717 N Bayshore

Drive, Suite 2856, Miami, Florida, 33132 The Board of Directors may from time move the principal office to any other address.

### ARTICLE OF VII- DIRECTORS

This corporation shall have <u>One</u> Director initially. The number of Directors may be increased from time to time in such manner as may be prescribed by the By-Laws. The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director of Officer of the Corporation, and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such persons shall become subject by reason of his having heretofore or hereafter being a Director of Officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such Director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even thought not specifically herein provided for.

No contract or other transaction between his corporation and any other corporation, and no act of this corporation shall be in any way be affected or invalidated by the fat that any of the directors of the corporation are pecuniarily or otherwise interested in or are Directors, or officers of, such other corporation, any Director individually, or any firm of which any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorized any such contract or transaction, with the like force and effect as if he were not such Director of Officer of such other corporation or not so interested.

#### ARTICLES VIII- INITIAL DIRECTORS

The names and addresses of the first Board of Directors is:
Rex Carazo Zapetis, 1717 N Bayshore Drive Suite 2856 Miami, Florida 33132

# **ARTICLE IX- SUBSCRIBES**

The name and post office address of the subscriber of these Articles of Incorporation is Rex Carazo Zapetis, 1717 N Bayshore Drive Suite 2856 Miami, Florida 33132

#### ARTICLE X- RESIDENT AGENT

The initial resident agent of this corporation and his address is: Rex Carazo Zapetis at 1717 N Bayshore Drive Suite 2856 Miami, Florida 33132.

# **ARTICLE XI- AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them and to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF the parties to these Articles of Incorporation have hereunto set their hands and seals this \_\_\_\_\_ day of July, 2004

Subscriber \* Rex Carazo-Zapetis (Seal)

State of Florida County of Miami-Dade

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named personally appeared to me Rex Carazo-Zapetis, known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and produced to me his Drivers license of Florida, acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal this 2 day of July, 200

Notary Public,

My commission expires:

(Caal)

State of Florida

County of Miami-Dade

Ariene Leal Morejon
My Commission DD325881

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named personally appeared to me <u>Rev (Array Badd</u>-known to be the person described as resident agent and who executed the foregoing Articles of Incorporation, and produced to me his Drivers License of Florida, acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal this 3

 $/ \setminus \cap \setminus \cup \cup$ 

day of July 2004

Notary Public, My Commission Expires: