

PA5000/56840

Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

Off Road Unlimited, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

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FOR

Off Road Unlimited, Inc.

ARTICLE I

The name of the corporation is: Off Road Unlimited, Inc. The mailing address of the corporation is: 8847 NW 168 Lane Miami Lakes, FL 33018.

ARTICLE II

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III

The nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the United States of America and of the State of Florida. Additionally, this corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue and have outstanding at any time is 1000 common shares. Such 1000 common shares shall consist of one class only having a par value of \$1.00 per share.

ARTICLE V

The street address of the initial registered office of the corporation is 8847 NW 168 Lane Miami Lakes, FL 33018. The name of the corporation's initial registered agent at said address is Victor Valdivia.

ARTICLE VI

The number of directors constituting the initial Board of Directors shall be one (1). The names and street addresses of the initial members of the Board of Directors are:

Victor Valdivia - President
8847 NW 168 Lane Miami Lakes, FL 33018

The number of Directors may be increased or diminished from time to time by Bylaws adopted by either the Shareholders or the Directors, but shall never be less than such number as required by the laws of the State of Florida.

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ARTICLE VII

The name and street address of the incorporator is:

Victor Valdivia
2247 NW 168 Lane Miami Lakes, FL 33018

Article VIII

No contract or other transaction between this corporation and one or more of its directors, officers and/or shareholders or any other corporation, firm, association or entity in which one or more of its directors, officers and/or shareholders are directors, officers, shareholders or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorize, approves or ratifies such contract or transaction, or because his, her or their votes are counted for such purpose, if:

- (a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or
- (b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- (c) The contract or transaction is fair and reasonable as the corporation at the time it is authorized by the board, a committee thereof or the shareholders.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by Florida law.

IN WITNESS WHEREOF the undersigned has caused these Articles of Incorporation to be executed at Miami, Florida this 29th day of November, 2005.


Victor Valdivia, Registered Agent and Incorporator

STATE OF FLORIDA

COUNTY OF DADE

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 29th day of November, 2005, Victor Valdivia, Registered Agent and Incorporator, personally known to me.


Notary Public, State of Florida

My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA
Zarina Raja
Commission #DD461848
Expires: AUG. 14, 2009
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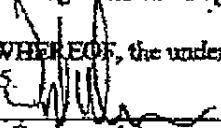
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ACCEPTANCE OF REGISTERED AGENT

Handwritten number: 1105000273928

Having been designated registered agent for Off Road Unlimited Inc., a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of the position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 29th day of November, 2005.


Victor Valdivia, Registered Agent

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