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BASKIN FLEECE

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Division of

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**Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION

Serious Wheels, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SERIOUS WHEELS, INC.

The undersigned, acting as Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is:

SERIOUS WHEELS, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation is located at:

500 Trinity Lane
Apt. #11213
St. Petersburg, FL 33716

ARTICLE III

NATURE OF BUSINESS

This corporation is organized to conduct any lawful business.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000 shares of common stock, having par value of One Dollar (\$1.00) per share.

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ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than the sum of \$500.00.

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

SPECIAL PROVISION

It is the intent of the Incorporator that the corporation may qualify as a Subchapter S corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the registered agent of this corporation in the State of Florida is:

BRANDON D. BELLEW, ESQ.
FEATHER SOUND CORPORATE CENTER II
13577 FEATHER SOUND DRIVE, SUITE 550
CLEARWATER, FLORIDA 33762

ARTICLE IX

DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time, by amendment to the bylaws, but shall never be less than one (1).

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ARTICLE X

INITIAL DIRECTOR(S)

The name and street address of the member(s) of the first Board of Directors is:

JOHN FILISS
500 TRINITY LANE
APT. #11213
ST. PETERSBURG, FL 33716

ARTICLE XI

INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is:

JOHN FILISS
500 TRINITY LANE
APT. #11213
ST. PETERSBURG, FL 33716

The Incorporator certifies that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business as is set forth herein.

ARTICLE XII

INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, his Testator, or intestate, is or was a director, officer or employee of the corporation which he served as such at the request of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and good faith upon financial statements of the

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corporation represented to him to be correct by the president of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

ARTICLE XIII

BYLAWS OR STOCKHOLDERS AGREEMENT

By stockholders agreement or bylaws, the corporation may restrict the transfer or encumbrance of any and all of its stock, including, but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to sever financial interest in the corporation. The bylaws may be repealed or amended, and new bylaws may be adopted, by either the Board of Directors or the stockholders, but the Board of Directors may not amend or repeal any bylaw adopted by the stockholders if the stockholders specifically provide such bylaw not subject to amendment or repeal by the directors.

ARTICLE XIV

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 to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XV

PREEMPTIVE RIGHTS

The registered holder of the shares of the capital stock of the corporation shall have the preemptive right to purchase additional stock on such equitable terms, prices, and conditions as shall be fixed by the board of directors for the issuance of any stock in the corporation from time to time. Such preemptive right shall be exercised in the ratio that the number of shares held by each stockholder bears to the total number of shares outstanding.

ARTICLE XVI

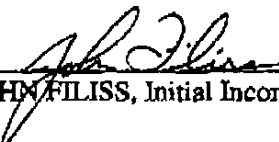
DATE OF INCEPTION

The date the corporate existence shall begin shall be as of the date of filing and acceptance of these Articles of Incorporation by the Secretary of State of Florida.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 20th day of December, 2006.


JOHN FILISS, Initial Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 20th day of December, 2006, by JOHN FILISS, who presented NY Drivers License as identification and who did take an oath.




Notary Public
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida.


BRANDON D. BELLEW, ESQ.

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