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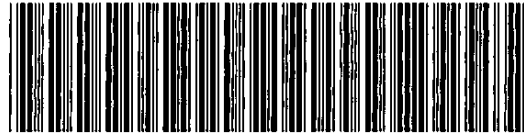
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 AUG 27 PM 3:10

8/29/07

REBECCA J. DEL MEDICO, ESQ.

**6281 FLORIDIAN CIRCLE
LAKE WORTH, FLORIDA 33463
(561) 964-6622
Fax: (561) 964-1615**

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DIVISION OF CORPORATIONS**

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August 24, 2007

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Phoenix Motorcycle Works, Inc.
Phoenix Cycle Works, Inc.

Dear Sirs or Madam:

Please find enclosed an original and one copy of the Articles of Organization, and Certificate of Designation of Registered Agent for the above referenced Corporation and Florida Limited Liability Company, along with Attorney Trust checks in the amounts \$78.75 and \$130.00 respectively.

Please stamp the copies as filed and return them to this office, along with certificates of status. If you have any questions regarding the enclosed, please contact our office.

Thank you.

Sincerely,


Rebecca J. Del Medico

**ARTICLES OF INCORPORATION
OF
PHOENIX MOTORCYCLE WORKS, INC.**

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Article I Name

The name of this corporation is Phoenix Motorcycle Works, Inc.

Article II Principal Address

3318 NE 16th Place
Fort Lauderdale, Florida 33305

Article III Commencement

This corporation shall commence on the date of the filing of these Articles.

Article IV Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article V Capital Stock

This corporation is authorized to issue 10,000,000 shares of, \$.0001 par value, common stock and 40,000,000 shares of, \$.0001 Par value, Preferred Stock, the rights, and preferences of which shall be established by the corporation's Board of Directors.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 6281 Floridian Circle, Lake Worth, Florida 33463 and the name and address of the initial registered agent is Rebecca J. Del Medico, Esq., 6281 Floridian Circle, Lake Worth, Florida 33463.

Article VII Board of Directors

The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws. The initial director is Eugene B. Gargiulo.

Article VIII - Incorporator

The name and address of the person signing these articles is:

Rebecca J. Del Medico
6281 Floridian Circle
Lake Worth, Florida 33463

Article IX - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors.

Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

Article XI - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XII - Affiliated Transactions

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions.

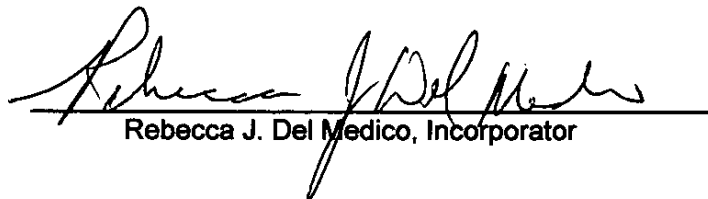
Article XIII - Control-Share Acquisitions

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.

Article XIV - Preemptive Rights

The Shareholders of the corporation shall have no preemptive rights.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 22nd day of August 2007.

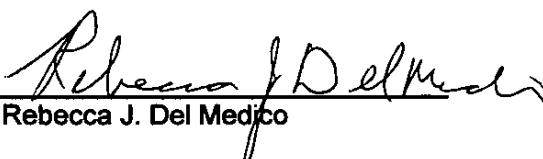

Rebecca J. Del Medico, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST-THAT **PHOENIX MOTORCYCLE WORKS, INC.**
(NAME OF CORPORATION)

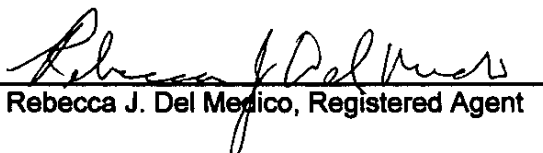
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF
FORT LAUDERDALE, STATE OF FLORIDA, HAS NAMED REBECCA J. DEL MEDICO, ESQ.
(CITY) (STATE) (REGISTERED AGENT)
LOCATED AT 6281 Floridian Circle CITY OF LAKE WORTH, STATE OF FLORIDA, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 
Rebecca J. Del Medico

TITLE: Incorporator

DATE: August 22, 2007

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

SIGNATURE: 
Rebecca J. Del Medico, Registered Agent

DATE: August 22, 2007

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