

P07000096783

(Requestor's Name)

Geno Gargiulo
3318 N.E. 16th Place
Fort Lauderdale, Florida 33305

(City/State/Zip/Phone #)

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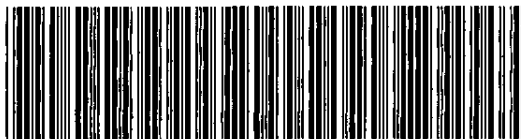
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*Amended And
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REBECCA J. DEL MEDICO, ESQ.
6281 FLORIDIAN CIRCLE
LAKE WORTH, FLORIDA 33463
(561) 964-6622
Fax: (561) 964-1615

December 3, 2007

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

Re: Phoenix Motorcycle Works, Inc.

Dear Sirs or Madam:

Please find enclosed an original and one copy of the Amended and Restated Articles of Incorporation for the above referenced Corporation along with check in the amounts \$35.00.

Please stamp the copy as filed and return it to this office. If you have any questions regarding the enclosed, please contact our office.

Thank you.

Sincerely,

Rebecca J. Del Medico

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Re: Phoenix Motorcycle Works, Inc.

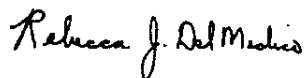
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Please stamp the copy as filed and return it to this office. If you have any questions regarding the enclosed, please contact our office.

Thank you.

Sincerely,



Rebecca J. Del Medico

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PHOENIX MOTORCYCLE WORKS, INC.**

The undersigned does hereby certify that the following Amended and Restated Articles of Incorporation was unanimously approved by the holders of all of the outstanding shares of common stock of Phoenix Motorcycle Works, Inc. (the "Company") on the 3rd day of December 2007.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 50,000,000 shares of \$.0001 par value, common stock and 50,000,000 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.

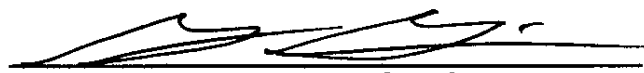
Article XIII - Control-Share Acquisitions

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 3rd day of December 2007.


Geno Gargiulo, Director, and Sole Shareholder