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FLORIDA PROFIT/NON PROFIT CORPORATION
Oxford Products USA, Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION
OF
OXFORD PRODUCTS USA, INC.

12 APR -2 PM 12:1

I, the undersigned, hereby execute and deliver these Articles for the purpose of becoming a corporation for profit under the laws of the State of Florida under and pursuant to the following Articles of Incorporation.

ARTICLE I.

The name and mailing address of the corporation shall be Oxford Products USA, Inc., 4815 Executive Park Court, Suite 105, Center Point Business Park, Jacksonville, Florida 32216.

ARTICLE II.

The general nature of the businesses to be transacted by the corporation shall be to distribute motorcycle products and accessories and engage in any other lawful act or activity which may be carried on by corporations in the State of Florida, and in connection with the foregoing, the corporation shall have and may use, exercise and enjoy all the powers of like corporations conferred by the corporation laws of the State of Florida.

ARTICLE III.

The maximum number of shares of stock that the corporation is authorized to have outstanding shall be one thousand (1,000) shares having a par value of One Dollar (\$1.00) per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and nonassessable. The stockholders shall have no preemptive rights with respect to the capital stock or securities of the corporation, and the corporation from time to time may issue and sell shares of its capital stock of any class, may issue and grant rights and options to purchase shares of such capital

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stock and may issue and sell its bonds, notes, debentures and other securities convertible into stock of the corporation without offering such shares, rights or options to purchase shares, bonds, notes, debentures or other securities (whether now or hereafter authorized) to the stockholders then holding shares of its capital stock.

ARTICLE IV.

The corporation shall have perpetual existence.

ARTICLE V.

The street address of the initial registered office of this corporation in Florida shall be 1200 Riverplace Boulevard, Suite 800, Jacksonville, Florida 32207, and its initial registered agent at that address shall be Giselle Carson. The Board of Directors may, from time to time, change the registered office and registered agent of the corporation upon notification to the proper authorities.

ARTICLE VI.

The number of the directors of this corporation shall be not less than one (1) nor more than seven (7) as fixed from time to time by the provisions of the By-Laws.

ARTICLE VII.

The name and street address of the sole members of the first Board of Directors, who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until his successor(s) are elected and have qualified, are as follows:

Name

Street Address

Andrew Robert Alan Hammond

De Havilland Way, Range Road
Wimsey, Oxfordshire
OX29 OYA

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Arthur Charles Hammond

De Havilland Way, Range Road
Witney, Oxfordshire
OX29 OYA

ARTICLE VIII.

The name and street address of the subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Giselle Carson	1200 Riverplace Boulevard, Suite 800 Jacksonville, Florida 32207

ARTICLE IX.

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

(1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved by the stockholders.

(2) Subject always to such By-Laws as may be adopted from time to time by the stockholders, the Board of Directors is expressly authorized to adopt, alter and amend the By-Laws of the corporation, but any By-Law adopted, altered or amended by the Directors may be altered, amended or repealed by the stockholders.

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(3) The corporation shall have such officers as from time to time may be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

(4) No Director or officer of this corporation shall, in the absence of fraud, be disqualified by his or her office from dealing or contracting with this corporation either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this corporation be void or voidable or affected by reason of the fact that any such director or officer, or any firm of which any such director or officer is a member or any employee, or any corporation of which any such director or officer is an officer, director, stockholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this corporation, even though the vote of the director or directors or officer or officers having such interest shall have been necessary to obligate this corporation upon such contract, transaction or act; and no director or directors or officer or officers having such interest shall be liable to this corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such director or directors or officer or officers be accountable for any gains or profits realized thereon.


ARTICLE X.

This corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

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IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true, all on this 2nd day of April, 2012.

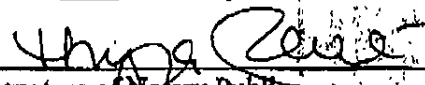


Giselle Carson (SEAL)

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared this day, Giselle Carson, the party to the foregoing Articles of Incorporation, who is personally known to me and to me known to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she made, subscribed and acknowledged the foregoing Articles of Incorporation as her voluntary act and deed and that the facts set forth therein are true and correct.

WITNESS my hand and official seal on this 2nd day of April, 2012.



Signature of Notary Public
Notary Public, State and County aforesaid
My commission expires: 17 Sept 2014
(Notarial Seal)



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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Oxford Products USA, Inc., a Florida corporation, at the place designated in the Articles of Incorporation of said corporation, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open. I further acknowledge that I am familiar with, and accept, the obligations imposed upon registered agents, including the obligations imposed by section 607.0505, Florida Statutes.



Giselle Carson, Registered Agent

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