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January 10, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

100001282311
-01/18/95--01004 005
***122.50 ***122.50

Re: WILLI'S MOTORCYCLE WORLD, INC.

Dear Sir or Madam:

I am enclosing herewith the original and one copy of the Articles of Incorporation for the above named corporation together with our check in the sum of \$122.50 representing the amount of the filing fee, a certified copy of the articles and a certificate designating registered agent. Please send us a certified copy of the documents at your earliest convenience.

Your prompt attention to this matter will be greatly appreciated.

If you have any questions regarding the foregoing, please do not hesitate to call me.

Sincerely,

Nicole M. Blankenship
Nicole M. Blankenship
Real Estate Assistant
NMB
Encls.

W95000001288
JAN 19 1995 BSH

006118,00625



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 19, 1995

WELLS, REVIS, VEDDER & ELTON
648 SOUTH RIDGEWOOD AVENUE
DAYTONA BEACH, FL 32114

SUBJECT: WILLI'S MOTORCYCLE WORLD, INC.
Ref. Number: W9500-01288

We have received your document for WILLI'S MOTORCYCLE WORLD, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 295A00002189

FILED
95 JAN 27 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WILLI'S MOTORCYCLE WORLD, INC.

ARTICLE I - NAME

The name of this corporation is WILLI'S MOTORCYCLE WORLD, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hudred (500) shares of common stock at One Dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2425 South Atlantic Avenue, Daytona Beach, Florida 32118.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is WILLI HANS ADOLF MAREWSKI, 2425 South Atlantic Avenue, Daytona Beach, Florida 32118.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have no directors.

ARTICLE VIII - INCORPORATORS

The name and address of the persons signing these Articles of Incorporation are as follows:

WILLI HANS ADOLF MAREWSKI
2425 South Atlantic Avenue
Daytona Beach, Florida 32118

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation and shall be managed under the direction of the shareholders of this corporation.

ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XII - AMENDMENT

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

The undersigned has executed these Articles this 5th day
of January, 1995.



WILLI HANS ADOLF MAREWSKI

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED ABOVE, 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.



WILLI HANS ADOLF MAREWSKI