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FILED
95 JAN 30 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 25, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: THUNDER IN THE PARK, INC.
Articles of Incorporation

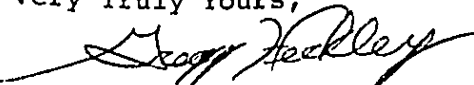
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*****70.00 *****70.00

Dear Sir or Madam:


Enclosed are several copies of the Articles of Incorporation for the above corporation. Please file one copy with your records and return the other copies to me stamped "SECRETARY OF STATE TALLAHASSEE, FLORIDA FILED _____ (DATE)."

Also enclosed is a check in the amount of \$70.00 in payment for the filing fee to incorporate this corporation. If you have any questions, please do not hesitate to call.

Very Truly Yours,



Gregg G. Heckley, Esquire

2/6/95


**ARTICLES OF INCORPORATION
OF**

THUNDER IN THE PARK, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The Corporation name is THUNDER IN THE PARK, INC.

ARTICLE TWO

DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares of which the Corporation has authority to issue is 10,000, all of which shall be common shares with a par value of one dollar (\$1.00) per share.

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ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE SIX

REGISTERED OFFICE

The street address of the initial Registered Office of the Corporation is 809 S. Albany Avenue, Tampa, Florida 33606, and the initial Registered Agent at such address is MARGIE GRATTON.

ARTICLE SEVEN

DIRECTORS

7.01. The initial Board of Directors of the Corporation shall consist of two (2) directors.

7.02. The name and address of the first Board of Directors are:

NAME	ADDRESS
MARGIE GRATTON	774 S. Village Circle Tampa, Florida 33606
ROBERT H. GRATTON	774 S. Village Circle Tampa, Florida 33606

ARTICLE EIGHT

PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's principal office and mailing address is 809 S. Albany Avenue, Tampa, Florida 33606.

ARTICLE NINE

INCORPORATORS

The name and address of the incorporator is:

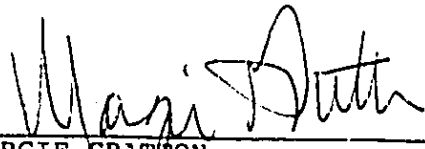
NAME

ADDRESS

MARGIE GRATTON

774 S. Village Circle
Tampa, Florida 33606

IN WITNESS WHEREOF, I have subscribed my name on this 25th
day of January, 1995.

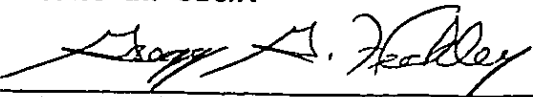


MARGIE GRATTON,
Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 25th day of January, 1995,
before me a notary public authorized in the State and County
above named to take acknowledgments, personally appeared MARGIE
GRATTON, personally known to me to be the person described in
or who produced a driver's license as identification and who
executed the foregoing Articles of Incorporation, and he
acknowledged before me that she subscribed to these Articles
of Incorporation and she did not take an oath.



Notary Public

My Commission Expires:



OFFICIAL SEAL
GREGG G. HECKLEY
My Commission Expires
Nov. 21, 1996
Comm. No. CC 240266

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as her location for service of process as:

809 S. Albany Avenue
Tampa, Florida 33606

The undersigned shall serve as Registered Agent otherwise removed or she shall resign pursuant to the law of the State of Florida.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


MARGIE GRATTON

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TALLAHASSEE, FLORIDA

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SCOTT DARYL BINDER, ATTORNEY AT LAW
807 WEST BEARSS AVENUE, SUITE E
TAMPA, FLORIDA 33613
(813) 969-2815

May 16, 1997

Annette Hogan
409 East Gaines Street
Tallahassee, Florida 32399

RE: Dissolution of Thunder in the Park, Inc.

Dear Annette:

Pursuant to our conversation on even date enclosed please find Dissolution papers for Thunder in the Park, Inc. and corporate papers for Thunder in the Park Motorcycles, Inc. Please file the dissolution on May 30, 1997 and file the new corporation papers immediately. I have supplied copies for you to date stamp and enclosed an overnight airborne package to return to my office.

Very truly yours,
Scott D. R. Binder
Scott Daryl Binder

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. TAX _____
FILING _____ 35
R. AGENT FEE _____
L. COPY _____ 35
TOTAL _____
N. BANK _____
BALANCE DUE _____
REFUND _____

Name	6/2/97
Availability	
Document	Don
Examiner	
Updater	Don
Update	
Verifier	Don
Acknowledgment	Don
W.P. Verifier	Don

ARTICLES OF DISSOLUTION
OF
THUNDER IN THE PARK, INC.

97 MAY 30 3 18
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO Section 607.267(1) of the Florida Statutes, the undersigned Corporation adopts these Articles of Dissolution.

ARTICLE I

The name of the Corporation is THUNDER IN THE PARK, INC.

ARTICLE II

The names and addresses of the Corporate Officers are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
NONE	NONE	NONE

ARTICLE III

The names and addresses of the Corporate Directors are as follows:

<u>Name</u>	<u>Address</u>
Margie Gratton	774 South Village Circle, Tampa, FL. 33606.
Robert H. Gratton	774 South Village Circle, Tampa, FL. 33606.

ARTICLE IV

Based upon the current financial status of the Corporation, in consideration for assuming and discharging the liabilities for , THUNDER IN THE PARK, INC. its Directors, Margie Gratton and Robert H. Gratton, takes possession of and title to all the Corporation's assets.

ARTICLE V

There are no actions pending against the Corporation.

ARTICLE VI

The following resolutions to dissolve the Corporation were adopted by the Shareholders on May 16, 1997.

WHEREAS, at a meeting of the Board of Directors of THUNDER IN THE PARK, INC., held on May 16, 1997, the Board of Directors adopted a resolution recommending that the Corporation be dissolved and its assets be distributed to the Corporation's Directors, Margie Gratton and Robert H. Gratton in consideration for her acceptance of the liabilities of the Corporation;

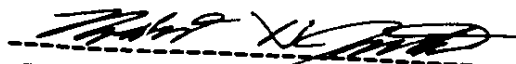
WHEREAS the Shareholders of THUNDER IN THE PARK, INC. have duly met and considered the advisability of this action and;

BE IT RESOLVED that the Corporation is dissolved.

BE IT FURTHER RESOLVED that the proper Directors of THUNDER IN THE PARK, INC. are hereby authorized and directed to take such steps as are necessary to give effect to this Resolution on May 30, 1997.



Margie Gratton, Director



Robert H. Gratton, Director