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KROPP FINANCIAL SERVICES, INC.

KFS Commercial Realty
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*Licensed Real Estate Broker
Licensed Mortgage Broker
Life Insurance & Annuity Products*

Jeffrey N. Kropp, President

July 8, 1995

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Gentlemen:

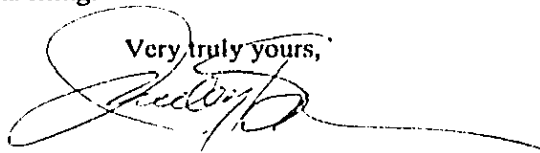
Enclosed are the Articles of Incorporation for **THE PHOENIX MOTORCYCLE SHOP, INC.**
together with a check in the amount of \$122.50 to cover the following filing fees:

Corporation filing fee	\$35.00
Registered Agent Certificate	35.00
Certification	<u>52.50</u>
TOTAL	<u>\$122.50</u>

FILED
JUL 17 AM 9:23
TALLAHASSEE, FL

Thank you for your prompt attention to this filing.

Very truly yours,



Jeffrey Kropp

JNK/amk

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ARTICLES OF INCORPORATION
OF
THE PHOENIX MOTORCYCLE SHOP, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE PHOENIX MOTORCYCLE SHOP, INC.

The principal place of business of this corporation shall be 4421 NW 6th Street, Gainesville, FL 32609.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 4421 NW 6th Street, Gainesville, FL 32609 and the name of the initial registered agent of the corporation at that address is Michael Guyot.

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CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF ALACHUA, FLORIDA

ARTICLE V. BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three Directors initially. The number of Directors may be increased or decreased from time to time, by the By Laws.

The names and addresses of the persons who are to serve as Directors until their successor or successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Michael Guyot	10617 Quail Ridge Drive St. Augustine, FL 32095
Donna Guyot	10617 Quail Ridge Drive St. Augustine, FL 32095
James Disterhaupt	6026 NW 29th Street Gainesville, FL 32653

ARTICLE VI. BY-LAWS

The power to adopt, alter, amend or repeal By Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VII. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VIII. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and that the corporation will file as an "S" Corporation.

ARTICLE X. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are;

<u>NAME</u>	<u>ADDRESS</u>
Michael Guyot President	10617 Quail Ridge Drive St. Augustine, FL 32095
Donna Guyot Treasurer	10617 Quail Ridge Drive St. Augustine, FL 32095
James Disterhaupt Vice President	6026 NW 29th Street Gainesville, FL 32653

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Michael Guyot
10617 Quail Ridge Drive
St. Augustine, FL 32095

ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present, after notice in writing of the exact wording of the proposed amendment at two regularly scheduled meetings.

ARTICLE XIV. DISSOLUTION

In the event of dissolution, the assets of the Corporation shall be distributed to the stockholders.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, has hereunto set my hand and seal this 10th day of July, 1995 for the purpose of forming this corporation.

Michael Guyot

Michael Guyot

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

Michael Guyot

Michael Guyot

STATE OF FLORIDA

COUNTY OF ALACHUA

BEFORE ME, a Notary public duly authorized in the state and county above named to take acknowledgments, personally appeared **MICHAEL GUYOT** to me well known to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 10th day of July, 1995

Jeffrey Kropp

Notary Public
State of Florida at Large

My commission expires:

