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 DIVISION OF CORPORATIONS
 PUBLIC ACCESS SYSTEMS
 FRONTIER FILING COVER SHEET
 TO: DIVISION OF CORPORATIONS FROM: HURRICANE CORPORATE KIT COMPANY
 DEPARTMENT OF STATE 1492 W. FLAGLER BL
 STATE OF FLORIDA SUITE 200
 409 EAST GAINES STREET MIAMI FL 33135-311-
 TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
 PHONE: (305) 541-3694
 FAX: (904) 922-4000 FAX: (305) 541-3770

995000064479

(((H95000009109))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: HURRICANE CYCLES, INC.
 FAX AUDIT NUMBER: H95000009109 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 08/17/1995 TIME REQUESTED: 14:17:59
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
 NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
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Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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 ** ENTER 'M' FOR MENU. **
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 95 AUG 21 PM 2:50
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

B. REGISTER AUG 18 1995

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RECORDS & COMMUNICATIONS SECTION
TAMPA, FLORIDA

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ARTICLES OF INCORPORATION
OF
HURRICANE CYCLES, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: HURRICANE CYCLES, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 4506 W. KENNEDY BLVD.
TAMPA FLORIDA 33626

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

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RAY STORMONT
EMPIRE CORPORATE KIT COMPANY
1492 West Flagler Street # 200
Miami, Florida 33135-2209
(305) 541-3694

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To purchase, take, receive, loan, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

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To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to affect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 8607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of no par value.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: HARVEY PAUL MUSLIN, P.A.
1905 W. KENNEDY BLVD.
TAMPA FLORIDA 33606

ARTICLE VII

The initial board of Directors shall consist of a total of 2 person(s) and the name and address of the person(s) whose to serve as an initial director(s) is:

DEAN VON PUSER
831 NORMANDY
TAMPA FLORIDA 33625

MIKE NORMANDY
831 NORMANDY
TAMPA FLORIDA 33625

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ARTICLE VIII

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

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 W. FLAGLER STREET #200
MIAMI FLORIDA 33135

The undersigned has executed these Articles of Incorporation this 17 day of AUGUST, 1995.

Ray C. Steward
Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICER

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that HURRICANE CYCLES, INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of incorporation has named HARVEY PAUL MUSLIN, P.A.
(Name of Registered Agent)
located at 1905 W. KENNEDY BLVD.
City of TAMPA County of HILLSBOROUGH
(City) (County)

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
Registered Agent

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95 AUG 21 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Williams Reed Weinstein
Schifino & Mangione P.A.
ATTORNEYS AT LAW

V. Stephen Chan
David S. Jensen
Ralph P. Mangione
Aminie M. Mohip
K. Marshall Kutney
James M. Reed
Ricardo A. Rong

November 27, 1995

William F. Schilino Jr.
Scott E. Moody
Russell S. Thomas
Kenneth G. Turkel
Beatriz M. Carta Wagman
David B. Weinstein
Robert V. Williams

VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporations
Corporate Charter Section
409 East Gaines Street
Tallahassee, Florida 32399

400001649074
-11/29/95--01099--015
*****87.50 *****87.50

Re: Hurricane Cycles, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation. Please file these Articles and return the certified copy to our office.

Enclosed is our firm's check in the amount of \$87.50 to cover expenses as follows:

FILING FEE	\$35.00
CERTIFIED COPY	<u>\$52.50</u>
TOTAL	\$87.50

If you have any questions regarding the enclosed documentation and the filing thereof, please contact our office by telephone. Your assistance in this matter is sincerely appreciated.

CC: [unclear] corp. sec. [unclear]

Very truly yours,

Aminie Mohip
Aminie Mohip

FILED
05 NOV 29 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM/lmp

Enclosures

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
HURRICANE CYCLES, INC.

Pursuant to the provisions of Section 607.1006 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Hurricane Cycles, Inc.
2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on October 20, 1995, in the manner prescribed by the Florida General Corporation Act:

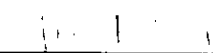
ARTICLE III

The principal place of business and mailing address of this corporation shall be: 1541 S. Dale Mabry, Tampa, Florida 33629.

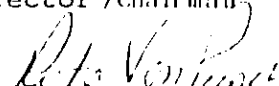
3. The number of shares of stock of the corporation outstanding at the time of adoption was 90, and the number of shares entitled to vote thereon was 90.

4. The number of shares voted in favor of such amendment was 90, and the number of shares voted against such amendment was 0.

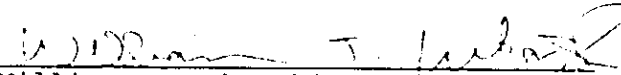
Dated: October _____, 1995.



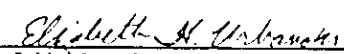
Dean M. Von Pusch
Director /Chairman



Rita Von Pusch
Director



William J. Urbanski
Director



Elizabeth H. Urbanski
Director

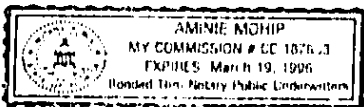
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OCT 29 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20th
day of October, 1995, by Dean M. Von Busch. He is: () personally
known to me; or () has produced _____ as
identification.

My commission expires:

Aminie Mohip
Aminie Mohip



Printed Name
Notary Public - State of Florida

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20th
day of October, 1995, by Rita Von Pusch. She is: () personally
known to me; or () has produced _____ as
identification.

My commission expires:

Aminie Mohip
Aminie Mohip



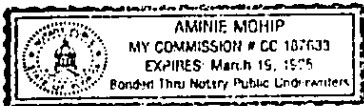
Printed Name
Notary Public - State of Florida

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20th
day of October, 1995, by William J. Urbanski. He is: ()
personally known to me; or () has produced _____
_____ as identification.

My commission expires:

Aminie Mohip
Aminie Mohip



Printed Name
Notary Public - State of Florida

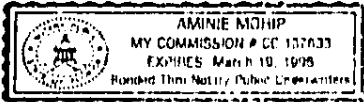
STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 28th
day of October, 1995, by Elizabeth H. Urbanski. She is ()
personally known to me; or () has produced _____
_____ an identification.

My commission expires:

Aminie Mohip
Aminie Mohip

Printed Name
Notary Public State of Florida



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