

P9500070260

JOHN A. STABILE

973 SouthEast 9th Avenue
Pompano Beach, FL 33060

SEPTEMBER 5, 1995

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-09/08/95--01068--0004
*****70.00 *****70.00

Secretary of State
Corporate Name Division
P. O. Box 6327
Tallahassee, FL 32314

Enclosed please find herewith Articles of Incorporation to be
filed for CYCLE EXPERTS, INC.

Please accept our check for \$70 for incorporation fees and a
copy of the certificate of incorporation. At your earliest
convenience, please send us your letter confirming these
articles have been filed. Thank you for your assistance.

Yours truly,

John Stabile
JOHN A. STABILE

FILED
1995 SEP -8 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 13 1995

ARTICLES OF INCORPORATION
OF
CYCLE EXPERTS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to make contracts, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is CYCLE EXPERTS, INC.

ARTICLE II

This Corporation is formed for the purpose of engaging in any lawful activity or business permitted under the laws of the United States of America, the State of Florida, or any other state or country, more specifically to engage in motorcycle sales and service.

ARTICLE III

The aggregate number of shares which this Corporation shall have the authority to issue shall be 1,000 shares of \$1.00 par value. The consideration to be paid for each share shall be fixed by this Corporation.

ARTICLE IV

The amount of capital with which this Corporation will begin business is One Thousand Dollars (\$1,000).

ARTICLE V

This Corporation is to exist perpetually.

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TALLAHASSEE, FLORIDA

ARTICLE VI

No officer, director or shareholder shall be personally liable for any debts of this Corporation.

ARTICLE VII

The street address of the initial principal office is: 973 SOUTHEAST 9th AVENUE, POMPANO BEACH, FL, 33060 and the number of directors constituting the initial Board of Directors of this Corporation is two (2). The names and street addresses of the initial directors of this Corporation are:

JOHN A. STABILE
973 SOUTHEAST 9th AVENUE
POMPANO BEACH, FL 33060

TONY ROZAKIS
4571 NORTHWEST 10th WAY
FT. LAUDERDALE, FL 33309

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings. The number of directors of this Corporation shall be not less than two (2).

ARTICLE IX

The name and street address of the subscriber to these Articles of Incorporation, together with the number of shares of stock and value of consideration therefore are as follows:

	SHARES	CONTRIBUTION
JOHN A. STABILE	1000	\$ 1000
973 SOUTHEAST 9th AVENUE		
POMPANO BEACH, FL 33060		

ARTICLE X

The date when corporate existence shall commence shall be upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

ARTICLE XI

This Corporation, and the parties hereto, shall take whatever action necessary to cause the shares of this Corporation to qualify as " Section 1244 Stock ", as such term is used and defined in the Internal Revenue Code of 1986 and the Regulations issued thereunder.

ARTICLE XII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of this Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE XIII

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Articles or Bylaws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the Articles or Bylaws.

ARTICLE XIV

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone, as provided by law, but regular meetings must be attended in fact in person by each director.

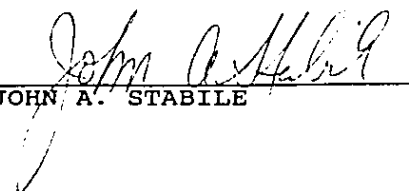
ARTICLE XV

This Corporation, its shareholders, or any combination of this Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

ARTICLE XVI

These Articles of Incorporation may be amended in the manner provided in the Bylaws and may be amended at any regular or special shareholders meeting called for such purpose upon a majority affirmative vote of all the shareholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned does hereby affix his hand for the purpose of forming this Corporation this 5th day of September, 1995



JOHN A. STABILE

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take
acknowledgements in the State and County set forth above,
personally appeared JOHN A. STABILE known to me and known by
me to be the person who executed the foregoing Articles of
Incorporation, and he acknowledged before me that he executed
those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and
affixed my official seal, in the State and county aforesaid,
this 5th day of September, 1995.



Carolyn J. Jones-Carroll

NOTARY PUBLIC
State of Florida at Large

My commission expires:

May 9, 1998

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes,
the following is submitted:

First - That CYCLE EXPERTS, INC. desiring to organize
or qualify under the laws of the State of Florida with its
principal place of business at City of Pompano Beach, State
of Florida, has named: JOHN A. STABILE
located at:

973 SOUTHEAST 9th AVENUE
POMPANO BEACH, FL 33060

as its agent to accept service of process within Florida.

Signature

John A. Stabile
JOHN A. STABILE

Title

President

Date

9-5-95

Having been named to accept service of process for the
above stated corporation, at the place designated in this
certificate, 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.

Signature

John A. Stabile
JOHN A. STABILE

Date

9-5-95

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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