

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-0000  
904-222-0000

800-342-0086



*7000017575*

ACCOUNT ID : 4329325

REFERENCE # 050075 4329325

AUTHORIZATION #

*Patricia Pyatt*

COST LIMIT # \$ 4122.50

ORDER DATE : February 26, 1996

ORDER TIME : 9:24 AM

ORDER NO. : 050075

700001723897

CUSTOMER NO: 4329325

CUSTOMER: Jan D. McCormick, Esq  
BRANT MOORE MACDONALD & WELLS,  
P.A.  
P. O. Box 4548

Jacksonville, FL 32201-4548

DOMESTIC FILING

NAME: OFF-ROAD AMERICA, INC.

EFFECTIVE DATE:

XX        ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Dawn Chance

EXAMINER'S INITIALS:

**T. BROWN** FEB 27 1996

FILED  
96 FEB 26 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
96 FEB 26 AM 11:12  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
OFF-ROAD AMERICA, INC.

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FILED  
96 FEB 26 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Off-Road America, Inc.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be 10,000 shares of the common stock at a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 2345-A Harper Street Jacksonville, Florida 32204. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors is:

Joseph Z. Duko  
2345-A Harper Street  
Jacksonville, Florida 32204

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Jan D. McCormick  
Suite 3100 - Barnett Center  
50 North Laura Street  
Jacksonville, Florida 32202

ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

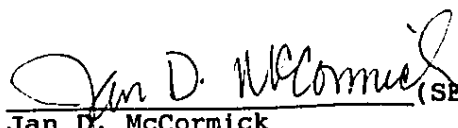
The street address of the initial registered office of this Corporation is Suite 3100 - Barnett Center, 50 North Laura Street, Jacksonville, Florida 32202 and the name of the initial registered agent of this Corporation at that address is Brant, Moore, Macdonald & Wells, P.A.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.

  
Jan D. McCormick (SEAL)  
Incorporator

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for Off-Road America, Inc., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.

BRANT, MOORE, MACDONALD &  
WELLS, P.A.

By: Jan D. McCormick  
Jan D. McCormick  
Its: Vice President  
Registered Agent

70115.1

FILED  
96 FEB 26 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA