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PREMIER RATE  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 966054

AUTHORIZATION :

COST LIMIT : \$ 122.50

96 MAY 24 PM 1:14

11758A  
Patricia Pyzik

ORDER DATE : May 24, 1996

ORDER TIME : 12:20 PM

ORDER NO. : 966054

CUSTOMER NO: 11758A

400001889174

CUSTOMER: Jeffrey S. Wachs, Esq  
DOUMAR CURTIS CROSS LAYSTROM  
PERLOFF  
1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: MECABIKE NORTH AMERICA, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

Handwritten initials: *JB*  
Date: *5/28/96*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAY 24 AM 10:46

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96 MAY 24 AM 10:46

ARTICLES OF INCORPORATION  
OF  
MEGABIKE NORTH AMERICA, INC.

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be **MEGABIKE NORTH AMERICA, INC.**

ARTICLE II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America including but not limited to the sale and distribution of motorcycles throughout the continental United States.

B. To construct and/or repair property, houses, buildings and other property of any nature. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, or other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment of property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things; and to exercise any and all powers, and to

engage in any business, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

#### ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any time is FIVE MILLION (5,000,000) shares of common stock at TEN CENTS (.10) par value.

#### ARTICLE IV

The amount of capital with which this corporation shall begin business shall be \$100,000.00.

#### ARTICLE V

The existence of this corporation shall be perpetual, commencing upon the filing of these Articles of Incorporation.

#### ARTICLE VI

The initial principal office of this corporation shall be located at 10914 N.W. 33rd Street, Suite 100, Miami, Florida 33172-1027.

#### ARTICLE VII

The Board of Directors of this corporation shall consist of not less than one (1) and not more than six (6) members.

#### ARTICLE VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the Laws of Florida, hold office for the first year of the corporation's existence, and until their successors shall have been

lected and qualified, or until their earlier resignation, removal or death, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
LONG ZHU	10914 N.W. 33rd Street, Suite 100 Miami, Florida 33172-1027
MING H. ZHU	10914 N.W. 33rd Street, Suite 100 Miami, Florida 33172-1027
YU ZHU	10914 N.W. 33rd Street, Suite 100 Miami, Florida 33172-1027
TORBJORN BLOM	10914 N.W. 33rd Street, Suite 100 Miami, Florida 33172-1027
ROY DIAZ	10914 N.W. 33rd Street, Suite 100 Miami, Florida 33172-1027

#### ARTICLE IX

The registered agent and the registered office for this corporation will be:

<u>AGENT</u>	<u>OFFICE</u>
JEFFREY S. WACHS, ESQ.	1177 S.E. 3rd Avenue Fort Lauderdale, FL 33316

#### ARTICLE X

The names and addresses of each subscriber to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JEFFREY S. WACHS	1177 S.E. 3rd Avenue Fort Lauderdale, FL 33316

#### ARTICLE XI

The officers of the corporation until the first meeting of the corporation's Board of Directors, or until successors are elected, shall be:

<u>NAME</u>	<u>OFFICE</u>
LONG ZHU	President
TORBJORN BLOM	Vice President
MING H. ZHU	Secretary/Treasurer

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the shares entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

  
 \_\_\_\_\_  
 REGISTERED AGENT

IN WITNESS WHEREOF, I have herouneto made, subscribed and acknowledged these Articles of Incorporation.

Sandi L. King  
WITNESS: Sandi L. King

Jeffrey S. Wachs  
JEFFREY S. WACHS

Mark Allsworth  
WITNESS: Mark Allsworth

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DIVISION OF CORPORATIONS  
96 MAY 24 AM 10:46

STATE OF FLORIDA            )  
  ) SS:  
COUNTY OF BROWARD        )

I HEREBY CERTIFY that on this day personally appeared JEFFREY S. WACHS, to me well known to be the same person described in and who executed these Articles of Incorporation, and he acknowledged the Articles to be the act and deed of the subscriber and that the facts set forth therein are true. He is personally known to me or has produced \_\_\_\_\_ as identification and he did/did not take an oath.

WITNESS my hand and seal this 21st day of May, 1996.

Lisa D. Belenson  
Notary Public, State of Florida  
Print Name: Lisa D. Belenson  
My Commission Expires: 8/10/98  
Commission No. CC399213



LISA D. BELENSON  
COMMISSION # CC 399213  
EXPIRES AUG 10, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.