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Jeffrey J. Munch  
Thomas K. Schurman, Jr.  
James M. Shuler  
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IN REPLY ADDRESS FORM AT  
P.O. BOX 4187  
SARASOTA, FLORIDA 34230

P96000045270

May 15, 1996

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

RE: Articles of Incorporation  
SARASOTA CYCLE WORKS, INC.

500001885405  
-05/22/96--01109--007  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Please find enclosed, the original Articles of Incorporation, and our Designation of Resident Agent, along with copies of each. I also enclose our check in the sum of \$122.50, to cover the costs of the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent	
Fee	35.00
	<u>\$122.50</u>

I would appreciate your forwarding the certified copies to my office upon filing. Thank you for your anticipated cooperation in this matter.

If you have any questions, please contact my office.

Sincerely,

KASS HODGES, P.A.

John W. Hodges, Esquire  
Extension No. 201

TWB/pz  
Enclosures

SN MAY 29 1996

CERTIFICATE OF INCORPORATION

OF

SARASOTA CYCLE WORKS, INC.

FILED  
MAY 22 AM 10:26  
TALLAHASSEE, FLORIDA

We, the undersigned, being the incorporators for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be:

**SARASOTA CYCLE WORKS, INC.**

ARTICLE II

This Corporation is organized for the purpose of any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act, and any activity of business permitted under the laws of the United States. The general nature of this corporation is to purchase, sell and distribute motorcycles and deal in or with equipment, repairs and materials connection therewith.

ARTICLE III

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE IV

##### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be seventy-five hundred (7,500) shares of common stock, having a par value of one dollar (\$1.00) per share.

#### ARTICLE V

Every shareholder shall have the right to purchase his pro-rata share of any new stock in this Corporation of the same kind, class or series as that which she already holds at the price at which it is offered to all other shareholders.

#### ARTICLE VI

##### CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

#### ARTICLE VII

##### PRINCIPAL OFFICE

The principal place of business of this Corporation shall be:  
2831 Crane Avenue, North Port, Florida 34287.

#### ARTICLE VIII

##### NUMBER OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1) nor more than five (5) persons, as shall be designated in the By-Laws.

ARTICLE IX

FIRST BOARD OF DIRECTORS

The names and post office addresses of the members of the First Board of Directors who shall hold office until the annual meeting of the stockholders to be held in the year 1996, and until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Scott A. Scherer	2831 Crane Avenue North Port, FL 34287	President
Renee M. Scherer	Same	Secretary/ Treasurer

ARTICLE X

INCORPORATORS

The name and post office address of each incorporator to this Certificate of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Scott A. Scherer	2831 Crane Avenue North Port, FL 34287	President

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2831 Crane Avenue, North Port, Florida 34287 and the name of the initial registered agent of this corporation and address is Scott A. Scherer, 2831, Crane Avenue, North Port, Florida 34287.

ARTICLE XII  
SPECIAL PROVISIONS

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholder herein is granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned, being the original incorporators herein named, have hereunto set my hand and seal this 14 day of May, 1996.

  
SCOTT A. SCHERER (SEAL)

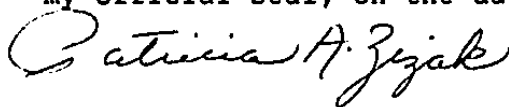
STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this 14th day of May, 1996  
personally appeared, before me the undersigned authority:

SCOTT A. SCHERER

~~to me well-known or~~ who has produced FL Drivers License as  
identification, and known to me to be the person described in and  
who acknowledged to me that he executed the foregoing Certificate of  
Incorporation as his free act and deed for the uses and purposes  
therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my Official Seal, on the date last above written.

 Notary Public, Commission No:

Name of notary, typed or stamped

(SEAL ABOVE)




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - That SARASOTA CYCLE WORKS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Sarasota, County of Sarasota, State of Florida, has named SCOTT A. SCHERER located at 2831 Crane Avenue, North Port, County of Sarasota, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BY:   
SCOTT A. SCHERER  
Resident Agent

Dated: 5/14/96

RECORDED  
TALLAHASSEE, FLORIDA

55 MAY 22 AM 10:26

FILED