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COTTON & GATES
ATTORNEYS AT LAW

ERNEST L. "BUDDY" COTTON, P.A.
MICHAEL R. GATES, P.A.

FILED
THINK FLOW AGENCY
TALLAHASSEE, FLORIDA 32301
96 JUN 17 AM 8:32
FAX (904) 451-3555
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 3, 1996

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

000001852450
-06/05/96--01103--011
****122.50 ****122.50

RE: Articles of Incorporation
USA Custom Cycles, Inc.

Dear Sir:

Enclosed please find the original and two copies of Articles of Incorporation for USA Custom Cycles, Inc. to be filed with your office. Additionally, I have enclosed my check in the amount of \$122.50 to cover the filing fees. Please provide my office with a certified copy of the Articles at such time as the same are filed.

Thank you for your assistance in this matter.

Sincerely,


ERNEST L. COTTON

ELC:dmd
Enclosures

FILED
JUN 17 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W96-2188
7/17/96
6/17/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 7, 1996

ERNEST L. COTTON, ESQ.
3 PLEW AVE
SHALIMAR, FL 32579

SUBJECT: USA CUSTOM CYCLES, INC.
Ref. Number: W96000012188

We have received your document for USA CUSTOM CYCLES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 796A00028596

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96 JUN 17 AM 8:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
USA CUSTOM CYCLES, INC.

The undersigned natural person, at least eighteen (18) years of age, for the purpose of forming a corporation for profit, pursuant to the provisions of Chapter 608, Florida Statutes, do hereby certify to the following:

ARTICLE I - NAME

The name of this corporation is USA CUSTOM CYCLES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of sale of motorcycle merchandise and any and all lawful business as permitted by law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - INITIAL CAPITAL STOCK

The amount of capital stock to which this corporation shall begin business is ONE THOUSAND DOLLARS (\$1000.00).

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

16416 Front Beach Road
Panama City Beach, Florida 32413

and the name of the initial registered agent of this corporation at that address is:

Ernest L. Cotton

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is as follows:

Ernest L. Cotton
16416 Front Beach Road
Panama City Beach, Florida 32413

ARTICLE VIII - SUBSCRIBERS

The name and address of the person signing these Articles of Incorporation are as follows:

Ernest L. Cotton
16416 Front Beach Road
Panama City Beach, Florida 32413


DATED this 10 day of June, 1996.


ERNEST L. COTTON

STATE OF FLORIDA,
COUNTY OF OKALOOSA.

I HEREBY CERTIFY that on this day before me, a notary public, duly authorized to take acknowledgements, personally appeared, ERNEST L. COTTON to be known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he subscribed the same for the purposes therein expressed.

WITNESS my hand and official seal this 10 day of June, 1996.


NOTARY PUBLIC
State of Florida at Large

DEBBIE M. DOUGHTY
Notary Public, State of Florida
My Comm. expires June 8, 1997
Comm. No. CC 281492

My Commission Expires:

FILED

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

JUN 17 AM 8:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes

following is submitted in compliance with said Act:

FIRST - That USA CUSTOM CYCLES, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 16416 Front Beach Road, Panama City Beach, Bay County, State of Florida, has named ERNEST L. COTTON located at 16416 Panama City Beach, Florida, Bay County, Florida 32413 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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


ERNEST L. COTTON