

Zimmerman
Zimmerman
& Miceli, P.A.

ATTORNEYS AT LAW

NORMAN D. ZIMMERMAN · STEPHEN L. ZIMMERMAN · LAWRENCE G. MICELI

737 EAST ATLANTIC BLVD.
POMPANO BEACH, FLORIDA 33060
(954) 941-5132
(954) 941-0523 (FAX)

July 12, 1996

Secretary of State
The Capitol
Tallahassee, Fla. 32301

Re: TOP BRASS MOTORCYCLES, INC

Dear Sir:

I enclose herewith an original and one copy of the Articles of Incorporation of the above referenced corporation, together with a resident agent's certificate.

I also enclose my trust account check in the sum of \$70.00 to cover the following incorporation fees:

Filing Fee.....	\$35.00
Certificate of Res Agent.....	\$35.00

Please return a stamped copy.

Thank you for your cooperation in this matter, I am

Very truly yours,

Stephen L. Zimmerman

SLZ/dm

*I
Called
7/17 - Mr. Zimmerman
gave permission
to sign his
unsigned
check*

200001894852
-07/18/96--0114--001
*****70.00

600001898036
-07/18/96--0105--010
*****70.00 *****70.00

*5
7/17*

ARTICLES OF INCORPORATION

OF

TOP BRASS MOTORCYCLES, INC

ARTICLE I

CORPORATE NAME AND ADDRESS

The name of the Corporation shall be:

TOP BRASS MOTORCYCLES, INC

The address of the corporation shall be:

195-197 S. State Rd. 7.
Margate, FL 33068

ARTICLE II

NATURE OF CORPORATE BUSINESS

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

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
100	\$1.00	Common

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CORPORATIONS
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ARTICLE IV

PREEMPTIVE RIGHTS

Each Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as to 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 V

INITIAL REGISTERED AGENT

AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Isabel L. Surrey
INITIAL REGISTERED OFFICE: 195-197 S. State Rd. 7
Margate, FL 33068

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the Director of this Corporation is:

NAME	ADDRESS
Isabel L. Surrey	195-197 S. State Rd. 7. Margate, FL 33068

ARTICLE VII

INCORPORATOR

The name and address of each incorporator executing these Articles of incorporation is:

NAME	ADDRESS
Isabel L. Surrey	195-197 S. State Rd. 7 Margate, FL 33068

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director to the fullest extent permitted by law.

ARTICLE X

AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 12 day of JULY, 1996.


Isabel L. Surrey
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 12 day of JULY, 1996, by Isabel L. Surrey, who is personally known to me or who has produced His O.A. as identification and who did take an oath.


Notary Public

My commission expires:



Official Seal
STEPHEN L. ZIMMERMAN
Notary Public, State of Florida
My Comm. Expires October 25, 1996
No. CC229525

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

Pursuant to Fla. Stat. sec. 48.091, the following is submitted:

TOP BRASS MOTORCYCLES, INC., desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation in the city of Margate, county of Broward, State of Florida, has named Isabel L. Surrey, located in the city of Margate, county of Palm Beach, state of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGED: (Must be signed by designated agent)

Having been named to accept service of process for the above 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.

By: *Isabel L. Surrey*
Isabel L. Surrey
Resident Agent

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SECRETARY OF STATE
CORPORATION DIVISION
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