

P960000 65254

TRANSMITTAL LETTER

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

900001912029
-09/02/98--01081--012
*****78.75 *****78.75

SUBJECT: Alliance Motorcycles, Incorporated
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

- \$70.00
Filing Fee
- \$78.75
Filing Fee
& Certificate
- \$122.50
Filing Fee
& Certified Copy
- \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Alex M. Stewart, Jr.
Name (printed or typed)

4830 N. W. Tenth Terrace
Address

Fort Lauderdale, FL 33309
City, State & Zip

(954) 772-3590
Daytime Telephone number

95 AUG -2 AM 9:33
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BMC
8.5.96

NOTE: Please provide the original and one copy of the articles.

FILED
96 AUG -2 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALLIANCE MOTORCYCLES, INCORPORATED

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be ALLIANCE MOTORCYCLES, INCORPORATED, and the initial address of this corporation shall be 4830 N.W. 10 Terrace, Fort Lauderdale, Florida 33309. The mailing address of this corporation shall be 4830 N.W. 10 Terrace, Fort Lauderdale, Florida 33309.

ARTICLE II

This corporation may engage in any activity of business permitted under the laws of the State of Florida.

ARTICLE III

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

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

Consideration for all of the said stock shall be payable in property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 4830 N. W. 10 Terrace, Fort Lauderdale, Florida 33309, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Alexander M. Stewart, Jr.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first directors of the corporation, who shall hold office for the first year or until their successor is duly elected and qualified, shall be:

Alex M. Stewart
4830 N.W. 10 Terrace
Fort Lauderdale, Florida 33309

Luis M. Garcia
7030 N.W. 22 Way
Margate, Florida 33063

ARTICLE VIII

The name and address of the Incorporator is Alexander M. Stewart, Jr., 4830 N.W. 10 Terrace, Fort Lauderdale, Florida 33309.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.


ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

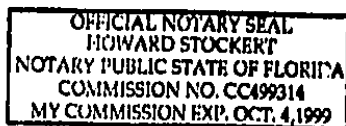
IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 30th day of July, 1996.


Alex M. Stewart, Jr.
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Alex M. Stewart, Jr., to me known to be the person described in and who executed the foregoing Article of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 30 day of July, 1996.



Howard Stockert
Notary Public

FILED
96 AUG -2 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with the laws of Florida, the following is submitted:

First, that ALLIANCE MOTORCYCLES, INCORPORATED, desiring to organize under the laws of the State of Florida, has named Alexander M. Stewart, Jr. 1830 N.W. 10 Terrace, Fort Lauderdale, Florida 33309, County of Broward, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above Corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.325.F.S.

OFFICIAL NOTARY SEAL
HOWARD STOCKERT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC499314
MY COMMISSION EXP. OCT. 4, 1999

Alex M. Stewart, Jr.

Alex M. Stewart, Jr.
Registered Agent

Date: this 30 day of (July), 1996

Howard Stockert

P96000065284

4830 NW TENTH TERRACE
FORT LAUDERDALE, FL 33309
March 13, 1997

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

900002155179--2
-04/25/97--01063--020
*****43.75 *****43.75

Gentlemen:

Enclosed you will find the Articles of Dissolution for
ALLIANCE MOTORCYCLES, INC. along with a check in the amount
of \$43.75 to cover the costs of the dissolution and for a
certificate of status.

Should there be anything additional needed, I can be reached
at the above address or by phone (954/491-1160).

Sincerely,


Alex M. Stewart, Jr.

AMS/jjs

enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 25 PM 4: 08

MAY 1 1997

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: ALLIANCE MOTORCYCLES, INC

SECOND: The articles of incorporation were filed on: AUGUST 1996

THIRD: (CHECK ONE)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 24th day of February, 19 98

Signature


(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

ALEX M. STEWART, JR
(Typed or printed name)

Incorporator
(Title)

FILED STATE
SECRETARY OF CORPORATIONS
97 APR 25 3:14:08