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*RainSoft*

— DISTRIBUTED BY —  
DISCOVERY MARKETING & DISTRIBUTING INC.

August 27, 1996

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

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-03/30/96--01072--002  
\*\*\*122.50 \*\*\*122.50

To Whom It May Concern:

Discovery Marketing and Distributing, Inc., having previously reserved the following corporate name, submits the accompanying incorporation paperwork to create a new corporation under the following name:

**California Motorcycle Company of Central Florida, Inc.**

If you have any questions, I can be reached at (407) 521-7800 during regular business hours.

Thank You,

*Derek Wilfong*  
Derek Wilfong

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NR R96-4/20

AB 9/5

ORANGE, SEMINOLE,  
& OSCEOLA COUNTY  
1000 SUNSHINE LANE  
ALTAMONTE SPRINGS, FL 32714  
(407) 862-8333 FAX (407) 862-8081

POLK COUNTY  
4237 HOLDEN RD.  
LAKE LAND, FL 33811  
(813) 644-7462  
FAX (813) 648-0981

VOLUSIA COUNTY  
3121 OPPORTUNITY CT., STE. D  
S. DAYTONA, FL 32119  
(904) 767-7874  
FAX (904) 767-9221

HILLSBOROUGH COUNTY  
3014 U.S. HWY 301 N. #800  
TAMPA, FL 33619  
(813) 664-0009  
FAX (813) 622-7344



DEREK

FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

August 20, 1996

JEFF STANPHILL  
DISCOVERY MARKETING & DISTRIBUTING INC.  
4297 HOLDEN RD.  
LAKELAND, FL 33811

The name CALIFORNIA MOTORCYCLE COMPANY OF CENTRAL FLORIDA, INC. has been reserved for 120 days beginning August 29, 1996. The reservation number is R96000004120 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 485, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 885.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section.

Trevor Brumbley

Letter number: 396A00040845

ARTICLES OF INCORPORATION  
OF

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

California Motorcycle Company of Central Florida, Inc.

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

ARTICLE I NAME

The name of the corporation shall be:

California Motorcycle Company of Central Florida, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5405 Edgewater Drive  
Orlando, FL 32810

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 Shares at \$1.00 Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Timothy V. Randolph  
1000 Sunshine Lane  
Altamonte Springs, FL 32714

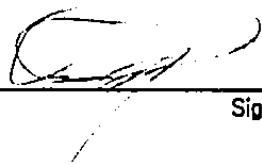
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Timothy V. Randolph  
1000 Sunshine Lane  
Altamonte Springs, FL 32714

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

27th day of August, 19 96.



\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: California Motorcycle Company of Central Florida, Inc.

2. The name and address of the registered agent and office is:

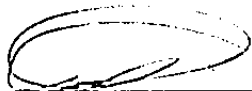
Timothy V. Randolph  
(Name)

1000 Sunshine Lane  
(P.O. Box not acceptable)

Altamonte Springs, FL 32714  
(City/State/Zip)

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*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Signature)