

P96000084088

EARL K. MALLORY  
675 W. INDIANTOWN ROAD - SUITE 103  
P.O. BOX 8858  
JUPITER, FLORIDA 33468-8858

EARL K. MALLORY  
KENNETH N. JOHNSON

ALSO ADMITTED TO PRACTICE IN WISCONSIN

TELEPHONE (561) 743-3708  
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September 26, 1996

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

RE: Articles of Incorporation of  
Free Spirit Scooter Company

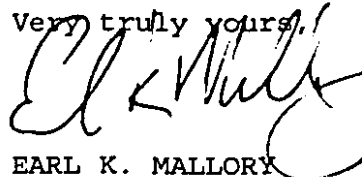
100001969221  
-10/09/96--01060--001  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and the Certificate Designating Place of Business or Domicile for the Service of Process with regard to the above referenced corporation. I have also enclosed \$122.50 to cover the cost of filing same and for a certified copy of the Articles.

Thank you for your cooperation in this matter; and should you have any questions with regard to the attached, please do not hesitate to contact me.

Very truly yours,

  
EARL K. MALLORY

EKM

enclosures

FILED  
RECORDS SECTION  
DIVISION OF CORPORATIONS  
SEP 27 1996  
56 OCT - 2 PM 12:33

9/10/1996

ARTICLES OF INCORPORATION

FILED  
SECRETARY OF STATE  
CORPORATIONS  
95 OCT -2 PM 12:33

ARTICLE I

The name of this corporation is Free Spirit Scooter Company.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The general purposes for which this corporation is organized are:

1. To develop, manufacture, market and sell products for retail and wholesale.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

ARTICLE IV

The principal office and mailing address of the corporation is 22 Maplecrest, Jupiter, FL 33458.

ARTICLE V

The aggregate number of shares which the corporation is authorized to issue five million (5,000,000). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

ARTICLE VI

The street address of the initial registered office of the corporation is 22 Maplecrest, Jupiter, FL 33458, and the name of its initial registered agent at such address is Carol Paul.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is 3. The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
<sup>M</sup> ELMER COOK	7810 Shenedoah Dr Hobe Sound, FL 33455
<sup>M</sup> CAROL PAUL	22 Maplecrest Jupiter, FL 33458
RICHARD E. COOK	5344 Burwash Landing Hilliard, OH 43026

ARTICLE VIII

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Elmer Cook	7810 Shenedoah Dr Hobe Sound, FL 33455

EXECUTED by the undersigned at Jupiter, Palm Beach County, Florida on this 27 day of September, 1996.

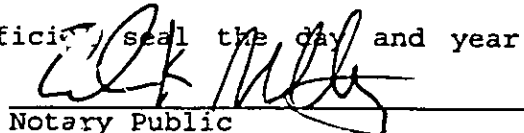
  
Elmer Cook

STATE OF FLORIDA  
COUNTY OF PALM BEACH

PERSONALLY appeared before the undersigned authority on the 27 day of September, 1996 before me a Notary Public duly authorized in the State and County of aforesaid to take acknowledgements, Elmer Cook, known to be the person described as a subscriber in the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she subscribed to and executed said Articles of Incorporation.

WITNESS my hand and official seal the day and year last aforesaid.

My Commission Expires:

  
Notary Public



EARL K MALLORY  
My Commission CC421981  
Expires Nov. 20, 1998  
Bonded by HAI  
800-422-1555

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

RECEIVED  
STATE  
CORPORATIONS  
55007-00 PM 12:33

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 Free Spirit Scooter Company.
2. The name and address of the Registered Agent and Office is:

CAROL PAUL  
22 Maplecrest  
Jupiter, FL 33458

  
Elmer Cook, Incorporator

9/27/96  
Date

ACKNOWLEDGEMENT AND ACCEPTANCE

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.

  
Carol Paul

9/29/96  
Date