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MOTO CYCO WORLD

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February 19, 1997

Ms. Brenda Baker
New Filing
The Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

VIA AIRBORNE EXPRESS

Re: Cycle Nation USA, Inc.
Filing Articles of Incorporation
Effective Date: 2/15/97

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-02/21/97--01044--007
****122.50 ****122.50

Dear Ms. Baker:

In follow up to your conversation with my assistant, Bob Heaton, earlier this morning, we checked back and the original Articles and check mailed to your office on Saturday, February 9, 1997 had not been clocked in. In an abundance of caution, I have reexecuted original Articles and am enclosing same with our check in the amount of the requisite fee of \$122.50.

In the event the original Articles have been clocked in prior to your receipt of this, kindly return this package and our check.

Please correspond or call me at the above number should you require anything further, and I certainly do appreciate your personal time and attention to this.

Sincerely,

PATRICK J. MONESI

Enclosures

PJM/rwh

EFFECTIVE DATE

2-15-97

FEB 20

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97 FEB 20 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
CYCLE NATION USA, INC.**

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97 FEB 20 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

EFFECTIVE DATE
2-15-97

ARTICLE I - NAME

The name of this corporation is CYCLE NATION USA, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the law of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of One (\$1.00) Dollar par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on February 15, 1997 and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as 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 prices at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and principle office of this corporation is 805A West Broward Boulevard, Fort Lauderdale, FL 33312 and the name of the initial registered agent of this corporation is PATRICK J. MONESI, whose address is 805A West Broward Boulevard, Fort Lauderdale, FL 33312.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote,, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is PATRICK J. MONESI, 805A West Broward Boulevard, Fort Lauderdale, FL 33312.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is PATRICK J. MONESI, 805A West Broward Boulevard, Fort Lauderdale, FL 33312.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI

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 pecuniarily or otherwise interested in, any contract or 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 corporation, or who it 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 director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of February, 1997.


PATRICK J. MONESI
Subscriber

STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared PATRICK J. MONESI, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19th day of February, 1997.


NOTARY PUBLIC, State of Florida



**ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By his above Signature as Subscriber to the preceding Articles of Incorporation, PATRICK J. MONESI accepts the designation as Registered Agent of CYCLE NATION USA, INC.