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February 20, 1997

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Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

Re: Devilman Creative Custom Cycles, Inc.

Dear Division of Corporations:

Enclosed please find the original and one photocopy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is a check made payable to the Secretary of State in the amount of \$122.50 to cover the filing fee. Please return a certified copy of these Articles to the above address as soon as the originals have been filed.

Thank you. If you have any questions, kindly contact the undersigned.

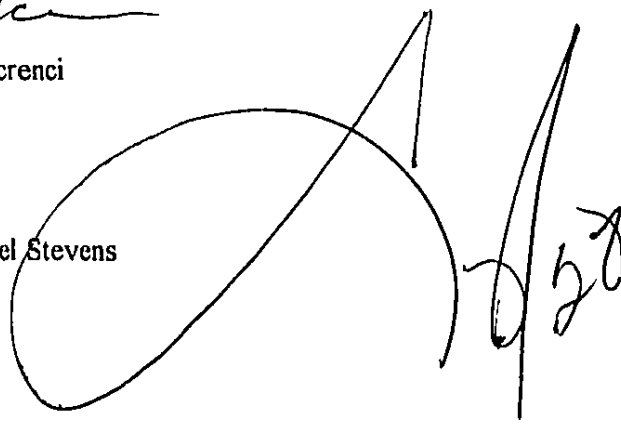
Very truly yours,

BARBIERI & SCRENCI, P.A.



Stephen W. Screnci
For the Firm

SWS:jet
Enclosures
cc: Michael Stevens



FILED
97 FEB 24 PM 12:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**Articles of Incorporation
of
Devilman Creative Custom Cycles, Inc.**

FILED
97 FEB 24 PM 12:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be **Devilman Creative Custom Cycles, Inc.**

**ARTICLE II
NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a \$1.00 par value per share.

**ARTICLE IV
PRINCIPAL ADDRESS AND REGISTERED OFFICE AND ADDRESS**

The principal address and the initial registered office of the corporation is **3200 N. Military Trail, Suite 200, Boca Raton, Florida 33431** and the name of the initial registered agent of the corporation at that office is **Stephen W. Scerenci**.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE VII
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 holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VIII
BOARD OF DIRECTORS & DESIGNATION OF INITIAL DIRECTOR

The name and address of the initial director of the corporation is **Michael Stevens of 50 Villa Roma Drive, Tewksbury, Massachusetts 01876.**

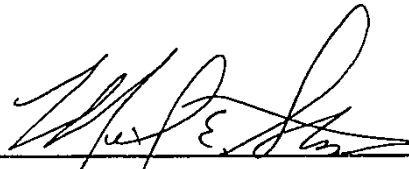
ARTICLE IX
BY-LAWS

The initial By-Laws of the corporation shall be adopted by vote of the directors of the corporation. Thereafter, the By-Laws of the corporation may be amended, modified or repealed as provided by the By-Laws.

ARTICLE X
SUBSCRIBER

The name and street address of the subscribers to these Articles of Incorporation is **Michael Stevens** of **50 Villa Roma Drive, Tewksbury, Massachusetts 01876**.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 20th day of February, 1997.



Michael Stevens

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



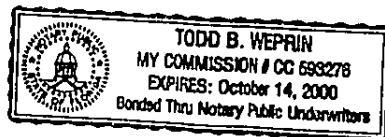
Stephen W. Screnci, Registered Agent


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97 FEB 24 PM 12:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared **Michael Stevens** to me known to be the person described as the Subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State named above on this 20th day of February, 1997.




Notary Public