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LAW OFFICES
HAROLD SILVER, P.A.
418 NORTH MAIN STREET
GAINESVILLE, FLORIDA 32601

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July 31, 1997

FILED
97 AUG - 1 PM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32304

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****122.50 ****122.50

RE: Silver Moon Cycles, Inc.

Dear Sir:

Enclosed are the original and duplicate copy of the Articles of Incorporation of this proposed corporation, together with the Certificate of Designating Resident Agent.

The duplicate xerox copy of the Articles is also enclosed. Please endorse your approval of the Articles of Incorporation on the duplication copy, certify, and return it.

A check is also enclosed to cover the following costs:

a.	Filing Fee	\$ 35.00
b.	Certified Copy of Articles	\$ 52.50
c.	Resident Agent Certificate	
d.	Amount of Check No. 10159	\$ 35.00
		<u>\$122.50</u>

Thank you for your cooperation in this matter.

Sincerely,

Harold Silver
Harold Silver

HS/vn

Encls: as stated

xc: Jeffrey G. Kates

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ARTICLES OF INCORPORATION
OF
SILVER MOON CYCLES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber/incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is: SILVER MOON CYCLES, INC.

ARTICLE II: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III: NATURE OF BUSINESS

The general nature and purpose of the business to be transacted by this corporation is:

To engage in a motorcycle sale, parts, and repair business and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, or the attainment of any of the objects set forth.

To conduct business in, have one or more offices in, and buy, hold a mortgage, sell, convey, lease, pledge, create a security interest in, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states.

To contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute such mortgages, transfers of corporate

property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business and engage in any and every activity or business permitted under the laws of the United States and of the State of Florida.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To do everything necessary and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, and to do every act or acts, thing or things, incidental to or growing out of or connected with them or any part or parts thereof, either alone or in association with other corporations, firms, or individuals, that are not inconsistent with the Florida Business Corporation Act or by any other law or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district or possession of the United States, or in any foreign country to the extent that these purposes are not forbidden by the laws the state, territory, district, or

possession of the United States or by the foreign country.

To have all powers authorized by the Laws of Florida without limitation.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a nominal or par value of TWENTY DOLLARS (\$20.00) per share. The consideration to be paid for each share shall be in lawful money of the United States of America, tangible or intangible property, or other valuable consideration, but not labor or services. All common stock shall be voting stock with one vote per share.

ARTICLE V: PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have pre-emptive rights to purchase or subscribe for, at the par value thereof, or the consideration contemplated to be received by the corporation, including, but not limited to cash, or other property, a pro-rata portion of:

1. Any stock that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Article of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, tangible or intangible property, or real

property or leases thereof; or

2. Any obligation the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes.

3. This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

4. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the stockholders of the corporation.

ARTICLE VI: PRINCIPAL OFFICE

The initial post office address of the principal office of this corporation in the State of Florida is 125 N.W. 242nd Street, Newberry, Florida 32669. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Jeffrey G. Kates, 125 N.W. 242nd Street, Newberry, Florida 32669.

ARTICLE VIII: DIRECTORS

This corporation shall have one (1) director. The number of directors may be increased or decreased from time to time by by-laws adopted by a majority of the voting stock, but shall never be less than one. By vote of majority of voting stock, the

stockholders may delegate the powers and duties of the directors to one or more stockholders.

ARTICLE IX: INITIAL DIRECTORS

The name and address of the person who shall serve as director until the first meeting of the shareholders, or until successors shall have been elected and qualified, is as follows:

Jeffrey G. Kates
125 N.W. 242nd Street
Newberry, Florida 32669

ARTICLE X: SUBSCRIBERS/INCORPORATORS

The name and post office address of the Subscribers/Incorporators of these Articles of Incorporation, the number of shares each agree to take, and the value and consideration thereof are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Jeffrey G. Kates	Route 3, Box 1202 Fort White, FL 32038	51	U.S. Currency \$1,020.00
Patrick F. Clance	Route 3, Box 1202 Fort White, FL 32038	49	U.S. Currency \$980.00

ARTICLE XI: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law and also as stated herein. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned incorporators have executed these Articles of Incorporation this 31st day of July, 1997.



JEFFREY G. KATES

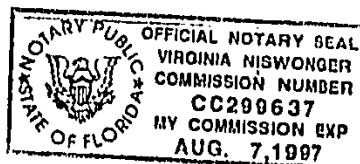

PATRICK F. CLANCE

STATE OF FLORIDA

COUNTY OF ALACHUA

Before me on this 31st day of July, 1997, personally appeared JEFFREY G. KATES, who presented Florida Driver's License Number K320-427-59-106-0, and PATRICK F. CLANCE, who presented Florida Driver's License Number C452-666-59-331-0 as identification, and they did freely and voluntarily acknowledge before me according to law that they incorporated and subscribed these Articles of Incorporation for the uses and purposes therein mentioned and set forth.


NOTARY PUBLIC
My Commission Expires: 8/7/97



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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: SILVER MOON CYCLES, INC.
2. The name and address of the registered agent and office is:

JEFFREY G. KATES
(NAME)

125 N.W. 242ND STREET
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

NEWBERRY, FL 32669
(CITY/STATE/ZIP)

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)

July 31, 1997
(DATE)