

P97000075736



ACCOUNT NO. : 072100000032

REFERENCE : 515049 84557A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 2, 1997

ORDER TIME : 10:01 AM

ORDER NO. : 515049-005

CUSTOMER NO: 84557A

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-09/02/97--01067--008
****122.50 ****122.50

CUSTOMER: A. John Hughes, Jr., Esq
A. JOHN HUGHES, JR., ESQ

2121 Mcgregor Boulevard

Ft. Myers, FL 33901

DOMESTIC FILING

NAME: HARLEY-DAVIDSON OF NAPLES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 SEP -2 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP -2 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN SEP -2 1997

ARTICLES OF INCORPORATION
OF
HARLEY-DAVIDSON OF NAPLES, INC.

FILED
97 SEP -2 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

(Name)

The name of this corporation is Harley-Davidson of Naples, Inc.. The address of the corporation is 5707 Shirley Street, Naples, Florida 34109.

ARTICLE II

(Duration)

The corporation shall exist perpetually, unless sooner terminated according to law. Its existence shall commence upon the signing of these Articles.

ARTICLE III

(Purpose)

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the law of the State of Florida.

ARTICLE IV

(Capital Stock)

This corporation is authorized to issue 100 shares of common stock with a par value of \$10.00 per share.

ARTICLE V

(Initial Registered Office and Agent)

The street address of the initial registered office of this corporation is 5707 Shirley Street, Naples, Florida 34109 and the name of the initial registered agent of this corporation at that address

is Scott Fischer.

ARTICLE VI

(Initial Board of Directors)

The corporation shall have one (1) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

The name and address of the initial Director(s) of this corporation is:

Scott Fischer
1855 Boy Scout Drive
Fort Myers, FL 33907

ARTICLE VII

(Voting Rights)

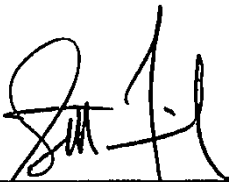
Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VIII

(Amendment)

This corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation, or an amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29 day of August, 1997.



SCOTT FISCHER

STATE OF FLORIDA

COUNTY OF LEE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Scott Fischer, who is personally known to me ~~or who has produced~~ _____ ~~as identification~~ and who did take an oath, and he/she acknowledged before me that he/she executed the same freely and voluntarily for the purposes therein expressed.

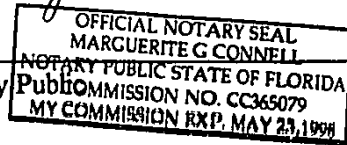
WITNESS my hand and official seal at Fort Myers, County of Lee, and State of Florida, this 29 day of August, 1997.

(Sign)

Marguerite G Connell

(Print)

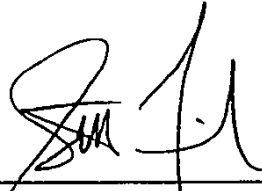
Notary



My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



SCOTT FISCHER
Registered Agent

FILED
97 SEP -2 PM 1:25
SEC. OF STATE
TALLAHASSEE, FLORIDA