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(SAMPLE LETTER OF TRANSMITTAL)

Date

9/15/97

FILED  
97 SEP 19 AM 10:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re MOTO Cyco WORLD, Inc.  
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00. 122-50

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

100002296841--5

-09/18/97--01064--002

\*\*\*\*122.50 \*\*\*\*122.50

Imonesi

(individual's name)

MOTO Cyco WORLD Inc.

(name of corporation)

MAILING ADDRESS OF CORPORATION

1200 HOLIDAY DR #14

FT LAUDERDALE FL 33316

PHONE

(954) 762 6334

Area Code

Number

Ext.

B. REGISTER SEP 19 1997

# ARTICLES OF INCORPORATION

MOTO CYCLO WORLD INC  
(name of corporation)

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form corporation under the laws of the State of Florida.

## ARTICLE I - CORPORATE NAME

The name of the corporation is:

MOTO CYCLO WORLD INC.

## ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

## ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

## ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares ( 500 ) of ONE Dollar(s) ( \$ 500 ) par value Common Stock, which shall be designated "Common Shares."

## ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>EUGENE MONESI</u>		
ADDRESS	<u>1200 HOLIDAY DR #14</u>		
CITY	<u>FORT LAUDERDALE</u>	FLORIDA	<u>FL</u>
		ZIP	<u>33316</u>

## ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE ( 1 ) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>EUGENE MONESI</u>		
ADDRESS	<u>1200 HOLIDAY DR #14</u>		
CITY	<u>FT LAUDERDALE</u>	STATE	<u>FL</u>
		ZIP	<u>33316</u>
NAME			
ADDRESS			
CITY		STATE	
		ZIP	
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

# ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	EUGENE MONESI		
ADDRESS	1200 HOLIDAY DRIVE #14		
CITY	STATE	ZIP	
FT LAUDERDALE	FLORIDA	33316	
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 16 day of September, 1997.

Eugene Monesi (Seal)  
 \_\_\_\_\_ (Seal)  
 \_\_\_\_\_ (Seal)

STATE OF FLORIDA )  
 COUNTY OF Broward ) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Eugene Monesi

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that \_\_\_\_\_ executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 16th day of September, 1997.

(Notary Seal)

Alfred Ernest Taylor Isaacs  
 (Notary Public, State of Florida at Large)  
 My Commission expires:



ALFRED ERNEST TAYLOR ISAACS  
 My Comm Exp. 6/07/99  
 Bonded By Service Ins  
 No. CC469954  
 Personally Known [ ] Other I.D.

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

FILED  
97 SEP 19 AM 10:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MOTO CYCO WORLD INC.  
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 1200 HOLIDAY DR #1X

FT. LAUDERDALE FL. 33316

has named EUGENE MONESI

located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at  
the place designated in this certificate, I hereby accept to act in this capacity, and agree  
to comply with the provisions of Florida Law in keeping open said office.

Eugene Monesi  
(registered agent)