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FLA. BAR NO.
218642

PLEASE REPLY TO:

January 9, 1998

800002397058--7
-01/12/98--01087--002
*****70.00 *****70.00

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

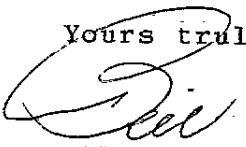
Re: Stealth Beach Motorcycles, Inc.

Dear Sir:

Enclosed please find my check in the amount of \$70.00 along with the original and one copy of the above referenced corporation. Please file the corporation and return the certified copy to the undersigned.

Thank you.

Yours truly,



William N. Gambert

WNG/ck
Enclosure

98 JAN 12 AM 10:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Carol GAVE
AUTHORIZATION BY PHONE TO
CORRECT art. 1
DATE 1/13/98
DO EXAM TM

TM-1/13/98

ARTICLES OF INCORPORATION
OF
STEALTH BEACH MOTORCYCLES, INC.

98 JAN 12 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

STEALTH BEACH MOTORCYCLES, INC.

ARTICLE II

This corporation will engage in the business of sales, service and retail of motorcycle parts and accessories and such other business as are allowed in the State of Florida and shall operate such other business as is permitted under the laws of the United States and the State of Florida.

It shall exercise, generally, such powers as may be incident to or convenient for the purpose and business of the corporation. It shall further, have, exercise and enjoy all the rights and privileges of a corporation for profit under the laws of the State of Florida, it being expressly provided that the foregoing enumerated powers shall not be held to limit or restrict the general powers of the corporation.

ARTICLE III

The maximum number of shares of stock this corporation may issue is one hundred shares of Common Stock, which shall be the Common Stock of no par value. All said Common Stock shall be payable in cash, or payable by property, labor or services at a just valuation by the stockholders.

Property, labor or services may be purchased or paid for with capital stock at a just valuation fixed by the stockholders.

ARTICLE IV

The amount of capital with which this corporation shall begin is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The mailing address of said corporation shall be 412 N. Beach Street, Daytona Beach, Florida 32114. The principal office address and street address is: 412 N. Beach Street, Daytona Beach, Florida 32114. The registered office of the corporation is located at 433 Silver Beach Avenue, Suite 104, Daytona Beach, Florida 32118.

ARTICLE VII

That the business of the corporation shall be managed by the stockholders of the corporation. The Board of Directors shall initially consist of two members who are JUAN J. LEWIS and JEFFREY T. HEINO. The said corporation may have additional members on the Board of Directors as may be authorized in the

bylaws of the corporation.

ARTICLE VIII

The names and residence addresses of the persons signing these Articles of Incorporation as subscribers are as follows:

William N. Gambert
433 Silver Beach Avenue, Suite 104,
Daytona Beach, Florida 32118

ARTICLE IX

No holder of Common Stock of the corporation shall have any preferential, preemptive or other right to the detriment of any other stockholder of the corporation.

ARTICLE X

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation and its stockholders are hereby adopted as a part of these Articles of Incorporation.

A. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

B. No holder of any stock of the corporation shall have the right to transfer or sell said stock in the corporation without first giving sixty (60) days written notice to stockholders of said stockholder's intention to transfer or sell said stock. All other stockholders collectively shall have an absolute first option to purchase said stock being offered for sale under a formula of evaluation, based on net

worth adopted by the stockholders from time to time, which formula of evaluation shall be applicable to all stockholders. If the stockholders collectively decline to purchase, the stockholders individually shall have the right, and if more than one stockholder is involved, the purchase shall be on a prorata basis or as may be mutually agreed upon. In the event the stockholder offering said stock for sale is not satisfied with the formula adopted by the stockholders, said stockholder shall have the right to justify a higher evaluation provided he is willing to bear the expense involved. Said stockholder may request the purchase price of this stock be established by a Board of Arbitrators consisting of three members: one member shall be appointed by the stockholder offering the stock for sale; one member shall be appointed by the other stockholders collectively who have the right to purchase; and the third member shall be appointed by the arbitration members previously appointed. All stockholders shall be bound by the decision of the Arbitration Board and said decision shall be enforceable by the courts, if need be, as provided for under Florida law at the time of the court action.

C. The stockholders shall have power to hold their meetings within or without the State of Florida. The stockholders shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used. Any action taken at any such meeting shall be reduced to writing and signed by the stockholders

within a period of fifteen (15) days from date of said meeting and filed with the secretary of the corporation as part of the corporate minutes.

ARTICLE XI

The names and residence addresses of the officers of the corporation are as follows, which includes the initial directors:

<u>NAME</u>	<u>OFFICE</u>
JUAN J. LEWIS 178 Laurelwood Lane, Ormond Beach, Florida 32174	President and Director
JEFFREY T. HEINO 178 Laurelwood Lane, Ormond Beach, Florida 32174	Director

ARTICLE XII

The corporation may have such other officers and agents as may be deemed necessary. All officers and agents shall be chosen in such manner and shall hold their offices for such terms, and shall have such powers and duties as may be prescribed by the Bylaws or determined by the stockholders.

ARTICLE XIII

The said corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of Incorporation in the manner now or hereafter permitted by law or prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

ARTICLE XIV

The corporation existence shall commence on the 12th

day of January, 1998. The undersigned may operate said corporation under the provision of Subchapter S of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.

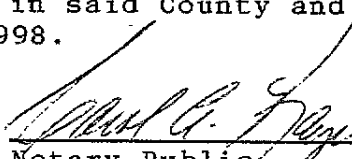


WILLIAM N. GAMBERT

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared, WILLIAM N. GAMBERT who is to me well known to be the person(s) described in and who subscribed the foregoing Articles of Incorporation and freely and voluntarily acknowledged before me according to law that they were made and subscribed for the uses and purposes therein mentioned and set forth. The person(s) provided me with the following identification prior to executing the foregoing, to-wit: _____

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Daytona Beach, in said County and State this 9th day of January, 1998.



Notary Public
My Commission Expires:



CAROL A. KAYE
MY COMMISSION # CC374520 EXPIRES
May 22, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

That STEALTH BEACH MOTORCYCLES, INC. desiring to
organize under laws of the State of Florida with its principal
office as indicated in the Articles of Incorporation in the
City of Daytona Beach, County of Volusia, State of Florida, has
named, William N. Gambert, Esquire as its agent to accept
service of process within this State.

A C K N O W L E D G M E N T

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


WILLIAM N. GAMBERT, ESQUIRE

98 JAN 12 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED