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January 27, 1998

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-01/29/98--01059--002  
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Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

Re: M & L Products, Inc.

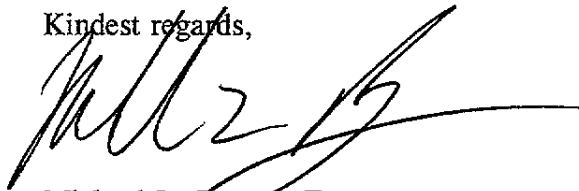
Dear Sir or Madam:

I have enclosed the original and one executed copy of the Articles of Incorporation in regard to the above corporation for filing. I have also enclosed my check in the amount of \$122.50 for your filing fee.

Kindly return a certified copy directly to me.

As always,

Kindest regards,



Michael L. Ramos, Esq.

MLR/gj  
Enclosures

FILED  
TALLAHASSEE, FLORIDA

98 JAN 29 PM 1:24

B. BROCK JAN 30 1998

ARTICLES OF INCORPORATION  
OF  
M & L PRODUCTS, INC.

FILED  
98 JAN 29 PM 1:24  
TALLAHASSEE, FLORIDA

I, the undersigned do hereby form the above corporation and to that end do hereby certify to the facts hereinafter set forth, as required by law.

I

The name of the proposed corporation shall be:

M & L Products, Inc.

II

The general nature of the business to be transacted is as follows, to-wit:

1. Primary purpose will be manufacture of products for motorcycles, camping, toys and other leisure items.

2. To purchase or otherwise acquire and to hold and to own or to sell, assign, transfer, mortgage, pledge or otherwise dispose of real or personal property which the corporation might own or hold.

3. To borrow or to raise monies for any of the purposes of the corporation, to issue bonds, notes or other obligations for monies so borrowed and to secure the payments thereof, and of the interest thereon, in whole or in part, by mortgage, pledge, conveyance or

assignment in trust, of the whole or any part of the property of the corporation, real or personal, including contracts and other rights, franchises and privileges and also its income, profits, stocks, bonds and other securities of other corporations, associations, individuals or others, whether at the time owned or thereafter acquired; and to sell or pledge such bond or notes or other obligations of the corporation for its proper corporation purposes; also to loan or advance money upon mortgaged on real or personal property, or either of them or otherwise so far as shall be necessary or desirable in the conduct of the business of the corporation and not inconsistent with the laws of the State of Florida.

4. To conduct its business in other states, in territories and in foreign countries subject to the laws of such state, district, territory, colony or country.

5. Without in any way limiting the foregoing purpose, it is hereby declared and provided that the corporation shall have power to do any and all acts and things that may be reasonable necessary or appropriate to accomplish the purposes, of any of them, for which the corporation is created, so far as the same shall not be inconsistent with the laws of the State of Florida.

### III

The maximum number of shares of stock with which the corporation is authorized to have outstanding at any time shall be One Hundred (100) shares of voting stock to be of no par value. The stock of this corporation shall be and can be paid for in cash or property, real, personal, or mixed or labor or services as full calculation to be fixed by the Board of Directors.

### IV

The amount of capital with which the corporation shall begin business is One Hundred and No/100 Dollars (\$100.00).

V

The corporation shall have perpetual existence.

VI

The principal place of business is 5919 S. Ridgewood Avenue, Port Orange, Volusia County, Florida, 32127. The Registered Agent shall be Kirk Lynam, 5919 S. Ridgewood Avenue, Port Orange, Florida, 32127.

VII

There shall not be less than one nor more than nine Directors of said corporation, provided, however, that the corporation's number of Directors may be increased in any manner now or hereinafter authorized by law.

VIII

The names and Post Office addresses for the first Board of Directors, the President/Secretary and Vice President/Treasurer who, subject to the provisions herein contained and of the said corporation and Chapter 607, Florida Statutes, as amended, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are the following:

<u>NAME</u>	<u>POST OFFICE ADDRESSES</u>
Kirk Lynam President/Secretary	5919 S. Ridgewood Avenue Port Orange, FL 32127
James McMullen Secretary/Treasurer	5919 S. Ridgewood Avenue Port Orange, FL 32127

IX

The officers of said corporation shall be a President/Secretary and Vice President/Treasurer and such other officers and agents as may be deemed necessary. All

officers, agents and directors shall be chosen in such a manner and shall hold their offices for such terms and shall have such powers and duties as may be presented by the By-Laws or determined by the Board of Directors.

X

The names and Post Office addresses of the subscribers of these Articles of Incorporation and the total number of shares of stock and the value of the consideration therefore which each agrees to take are as follows:

Kirk Lynam	50 shares	\$ 50.00
James McMullen	50 shares	\$ 50.00

XI

Said Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate in the manner now or hereinafter permitted by law or prescribed by Statutes, and all rights conferred upon the Stockholders.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber of these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, do hereby make and file these Articles of Incorporation hereby declaring and certifying that the facts herein are true, and hereunto my hand and seal this 27th day of January, 1998.



Kirk Lynam

#### ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered

agent for said corporation.

Kirk Lynam  
Kirk Lynam

STATE OF FLORIDA  
COUNTY OF VOLUSIA

Before me, the undersigned authority, an officer duly authorized to take acknowledgements and administer oaths personally appeared Kirk Lynam, to me known to be the person who executed the foregoing Articles of Incorporation and he hereby acknowledged before me that he executed the same freely and voluntarily for the purposes herein expressed.

WITNESS my hand and seal this 27th day of Jan, 1998, at Ormond Beach, Volusia County, Florida.

Gina G Jaycox  
NOTARY PUBLIC, State of Florida

My Commission Expires:



GINA G JAYCOX  
My Commission CC463706  
Expires May 19, 1999  
Bonded by HAI  
800-422-1555

☒ To me personally known or  
whom provided \_\_\_\_\_  
as identification.

FILED  
98 JAN 29 PM 1:24  
TALLAHASSEE, FLORIDA