

ROBERT H. HEISE
ATTORNEY & COUNSELOR AT LAW

January 29, 1998

994 N. WATERWAY DR. - FT. MYERS, FLORIDA 33919
(941) 482-0613

P98000010230

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

Re: Filing of Articles of
Incorporation for
VICTORY MOTORCYCLES OF FORT MYERS, INC.

Ref. # 800002409198--7
-01/22/98--01097--012
****122.50 ****122.50

TRANSMITTAL LETTER

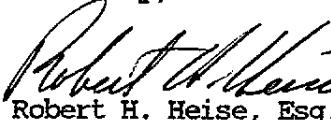
Gentlemen:

Please find enclosed an original and one copy of the Articles of Incorporation of VICTORY MOTORCYCLES OF FORT MYERS, INC., that have been correct in accordance with your letter dated January 23, 1998 (Letter No. 198A0003967) together with Designation and Acceptance of Registered Agent for filing.

Please mail the certified copy of the Articles of Incorporation to Robert H. Heise, Esq., 994 N. Waterway Dr., Fort Myers, Florida 33919.

Thank you for your cooperation in this matter.

Sincerely,


Robert H. Heise, Esq.

Encls. Articles of Incorporation (corrected)
Designation and Acceptance of Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB -2 PM 1:30

FILED

SB
2-2-98

ARTICLES OF INCORPORATION

OF

VICTORY MOTORCYCLES OF FORT MYERS, INC.

The undersigned, a natural person competent to contract, acting as incorporator of this corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is VICTORY MOTORCYCLES OF FORT MYERS, INC. (hereinafter called the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 16394 San Carlos Blvd, Fort Myers, Florida 33908.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for corporations organized under the General Corporation Act of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is One Hundred (100) shares of Common Stock, having a "\$1.00 par value" per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 16394 San Carlos Blvd, Fort Myers, Florida 33908 and the name of the initial

ART. OF INCORP.
VICTORY MOTORCYCLES
OF FORT MYERS, INC.

FILED
98 FEB -2 PM 1:50
TALLAHASSEE
FLORIDA

registered agent of the Corporation at that address is Jack Amar.

ARTICLE VI

BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

The corporation shall have One (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and address of the initial director of this corporation is: Jack Amar, 16394 San Carlos Blvd, Fort Myers, Florida 33908.

ARTICLE VII

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE IX

AMENDMENT

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE X

INCORPORATOR

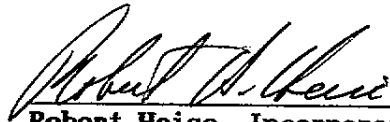
The name and address of the Incorporator to these Articles of Incorporation

ART. OF INCORP.
VICTORY MOTORCYCLES
OF FORT MYERS, INC.

is: Robert Heise 994 N. Waterway Dr., Fort Myers, Florida 33919.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 20th day of January, 1998.

Signature of Incorporator

A handwritten signature in cursive script, appearing to read "Robert Heise", is written over a horizontal line.

Robert Heise, Incorporator

ART. OF INCORP.
VICTORY MOTORCYCLES
OF FORT MYERS, INC.

DESIGNATION and ACCEPTANCE

OF

REGISTERED AGENT

OF

VICTORY MOTORCYCLES OF FORT MYERS, INC.

FILED
98 FEB -2 PM 1:30
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501 or 617.0501, 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.

The name of the corporation is: **VICTORY MOTORCYCLES OF FORT MYERS, INC.**

The name and address of the registered agent is:

Jack Amar
16394 San Carlos Blvd.
Fort Myers, Florida, 33908

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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Registered Agent
Jack Amar

DATE: January 20, 1998.