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LARSON & LARSON, P.A.

ATTORNEYS AT LAW
Practicing Domestic & International
Patent Trademark & Copyright Law
Trial and Appellate Litigation

H. WILLIAM LARSON
HERBERT W. LARSON

ALSO ADMITTED IN DELAWARE AND THE DISTRICT
OF COLUMBIA AND REGISTERED TO PRACTICE
BEFORE THE U. S. PATENT AND TRADEMARK
OFFICE. (REG. NO. 21008).

JAMES E. LARSON

"PATENT AGENT"
REGISTERED TO PRACTICE BEFORE THE
U. S. PATENT AND TRADEMARK OFFICE
(REG. NO. 37867).

PINEBROOK BUSINESS CENTER

7381-114TH AVE. N. SUITE 406

LARGO, FL 33773-5125

813-546-0660

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February 23, 1998

BATTAGLIA, ROSS, DICUS & WEIN, P.A.
TRIAL COUNSEL

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

Re: Incorporation of Spookee Cycles, Inc.

300002440563--8
-02/25/98--01064--007
*****70.00 *****70.00

Dear Sir:

Enclosed for filing in connection with the above identified corporation is a fully executed Articles of Incorporation and our check for \$70.00 to cover the cost of filing and registered agent fee. Please direct all correspondence to the undersigned. Thank you in advance for your assistance.

Very truly yours,

LARSON & LARSON, P.A.



H. William Larson

Enclosure

FILED
98 FEB 25 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEB FEB 26 1998

**ARTICLES OF INCORPORATION
OF
SPOOKEE CYCLES, INC.**


FILED
98 FEB 25 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is SPOOKEE CYCLES, INC.
2. The address of its registered office in the State of Florida is 7381 114th Ave. North, #406, Largo, FL 33773. The name of the corporation's registered agent at such address is H. William Larson, Esq.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.
4. The total number of shares of stock which the corporation is authorized to issue is one hundred thousand (100,000) shares no par value.
5. The business and affairs of the corporation shall be managed by the Board of Directors, and the directors need not be elected by ballot unless required by the By-Laws of the corporation.
6. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws.
7. The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.
8. The incorporator is H. William Larson, Esq. 7381 114th Ave. North, #406, Largo, FL 33773.
9. The name and mailing address of the person who shall serve as director until the first annual meeting of the stockholders or until successors are elected and qualified is:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Debra Blackman	11125 Park Blvd. #202, Seminole, FL 33772


10. The principal address and mailing address of the corporation is 11125 Park Blvd. #202, Seminole, FL 33772.

I, **THE UNDERSIGNED**, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, do make, file and record this Certificate of Incorporation, certifying that the facts herein stated are true, and, accordingly, have hereto set my hand and seal this February 23, 1998.

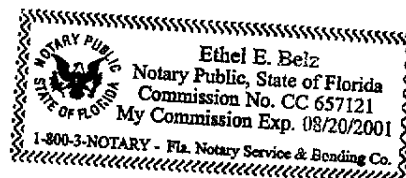

H. William Larson, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this February 23, 1998, H. William Larson, who is personally known to me.


Ethel Belz
Notary Public

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

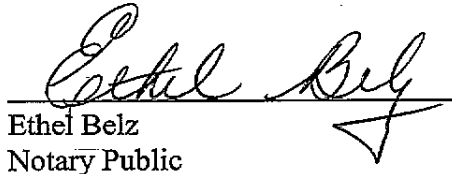
I, THE UNDERSIGNED, accept appointment as registered agent for SPOOKEY CYCLES, INC. and state that I am familiar with and accept the obligations provided for in § 607.0505 Florida Statutes.



H. William Larson, Registered Agent

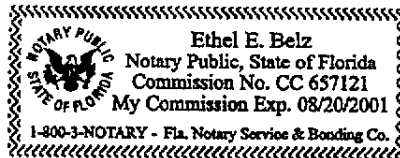
STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this February 23, 1998, by H. William Larson, who is personally known to me.



Ethel Belz
Notary Public

My commission expires:



FILED
98 FEB 25 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA