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BUSH ROSS GARDNER WARREN & RUDY, P.A.  
ATTORNEYS AT LAW

220 SOUTH FRANKLIN STREET  
TAMPA, FLORIDA 33602

(813) 224-9255

TELECOPIER (813) 223-9620

MAHLON H. CARLOW, III  
DALE K. BOHNER  
JOHN R. BUSH  
MINDY L. CARREJA  
SAMUEL B. DOLCIMASCOLO  
PATRICIA LABARTA DOUGLAS  
RICHARD K. FUEYO  
J. STEPHEN GARDNER  
JOHN N. GIORDANO  
JEFFREY P. GREENBERG  
R. J. HAUGHEY, II  
RICHARD B. HADLOW  
PAUL L. HUEY  
DAVID M. JEFFRIES  
BRENT A. JONES

NASREEN M. KADIVAR  
S. TODD MERRILL  
CRAIG A. MINEGAR  
ALEXANDRA M. RENARD  
JEREMY P. ROSS  
JOHN F. RUDY, II  
EDWARD O. SAVITZ  
ALICIA J. SCHUMACHER  
NEAL A. SIVYER  
H. BRADLEY STAGGS  
RANDY K. STERNS  
JEFFREY W. WARREN  
PAUL D. WATSON  
DAVID B. WILLIAMS

EFFECTIVE DATE

2/23/98

February 23, 1998

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: PowerSports of Tampa, Inc.

300002440713--9  
-02/25/98--01074--017  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

On behalf of our captioned client, enclosed are an original and one copy of its Articles of Incorporation, together with our firm check in the amount of \$122.50 in payment of the following charges:

1. Filing Fee for Articles of Incorporation	\$35.00
2. Certified copy of Articles of Incorporation	52.50
3. Registered Agent Fee	<u>35.00</u>
	\$122.50

FILED  
98 FEB 25 AM 9:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. Thank you for your help in this matter. If you have any questions, please call me directly.

Yours truly,

*Stephanie R. Conn*  
Stephanie R. Conn

src  
Enclosures  
cc: George W. Heaton  
145717.01

2/26/98 F.W.

EFFECTIVE DATE  
2/23/98

ARTICLES OF INCORPORATION  
OF  
POWERSPORTS OF TAMPA, INC.

FILED  
98 FEB 25 AM 9:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is POWERSPORTS OF TAMPA, INC. and its principal office and mailing address is 215 Fifth Street, Suite 108, West Palm Beach, Florida 33401.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on the date of subscription and acknowledgment of the Articles of Incorporation.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

#### ARTICLE IV

##### Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 7,500 shares of common stock, each with a par value of \$.001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

#### ARTICLE V

##### Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is John N. Giordano.

#### ARTICLE VI

##### Incorporator

The name and address of the corporation's incorporator is:

##### Name

Stephanie R. Conn

##### Address

220 South Franklin Street  
Tampa, Florida 33602

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 23rd day of February 1998.

  
Stephanie R. Conn

145717.01

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

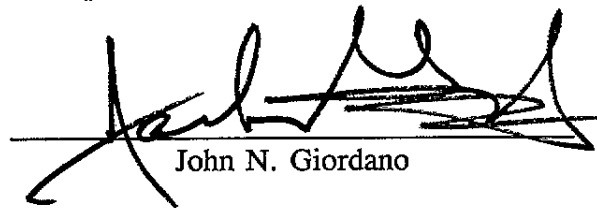
Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, POWERSPORTS OF TAMPA, INC., desiring to organize under the laws of the State of Florida, hereby designates John N. Giordano, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

POWERSPORTS OF TAMPA, INC.

By Stephanie R. Conn  
Stephanie R. Conn, Incorporator

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

  
John N. Giordano

145717.01

**FILED**  
98 FEB 25 AM 9:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA