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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: SOUTHWEST CYCLE ENTERPRISES, INC.

AUDIT NUMBER.....H98000004545

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....5

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ARTICLES OF INCORPORATION

-of-

SOUTHWEST CYCLE ENTERPRISES, INC.

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TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I. Name:

The name of the Corporation is SOUTHWEST CYCLE ENTERPRISES, INC..

ARTICLE II. Duration:

The term of existence of the corporation is perpetual.

ARTICLE III. Purpose:

Sales, service and repair of motorcycles and small vehicles.

The corporation may also transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. Capital Stock:

The aggregate number of shares which the corporation is authorized to issue is 50,000. Such shares will be of a single class and shall have a par value of \$.01 per share.

ARTICLE V. Preemptive Rights Granted:

Each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional share of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe or to acquire such shares, which may be issued at any time by the corporation after 9,000 shares are issued and fully paid.

ARTICLE VI. Registered Office:

The street address of the initial registered office of the corporation is: 1020 N.E. Pine Island Road, Cape Coral, Florida 33909, and the name of the initial registered agent at such address is: DAVID J. LECKIE.

Prepared by:
M. DANIEL SASSO, P.A.
4223 Del Prado Boulevard
Cape Coral, Florida 33904
941-542-1355
Florida Bar #212377

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The principal office and the corporate headquarters shall be located at 1020 N.E. Pine Island Road, Cape Coral, Florida 33909, and such principal office may change from time to time.

ARTICLE VII. Special Meetings:

Special meeting of the stockholders may be called at any time for any purpose by any officer or director of the corporation or the holders of 50% of all outstanding shares.

ARTICLE VIII.

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purposes. If:

- a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which approves, authorizes or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;
- b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- c) The Contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee or the stockholders.

As to (b), a majority vote of the shares is necessary, however party shares owned or controlled by the director who has an interest in the transaction set out above may not be counted under (b).

ARTICLE IX.

Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to.

ARTICLE X.

This corporation shall have three Directors initially. The number of directors may be either increased or diminished from time to time by the by-laws and the name and address of the initial directors of the corporation are: DAVID J. LECKIE, 5410 S.W. 24th Place, Cape Coral, Florida 33914, STEPHEN C. LECKIE, 5410 S.W. 24th Place, Cape Coral, Florida 33914 and JOHN LECKIE, 5410 S.W. 24th Place, Cape Coral, Florida 33914.

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ARTICLE XI.

The name and address of each incorporator is: DAVID J. LECKIE, 5410 S.W. 24th Place, Cape Coral, Florida 33914.

ARTICLE XII. Commencement of Existence:

The corporation shall be deemed to commence its existence on the date of filing of these Articles of Incorporation by the Department of State.

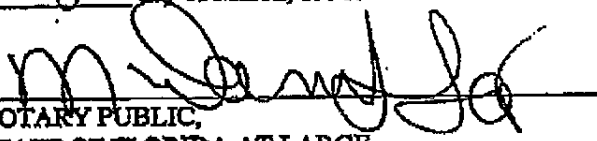
EXECUTED by the undersigned at Cape Coral, Lee County, Florida on the 6th day of March, 1998.


DAVID J. LECKIE

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared DAVID J. LECKIE, the person described in and who executed the foregoing Articles of Incorporation, (who is personally known by me) or (who produced identification of drivers license issued by _____, passport issued by _____, identification card issued by _____) and acknowledged the execution thereof to be his free act and deed.

WITNESS my hand and official seal, this 6th day of March, 1998.


NOTARY PUBLIC,
STATE OF FLORIDA AT LARGE
M DANIEL SASSO
(PRINTED NAME OF NOTARY)

My commission expires:



M. Daniel Sasso
MY COMMISSION # G0234917 EXPIRES
May 12, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

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 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

To: The Department of State
 Tallahassee, Florida 32304

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

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:


SOUTHWEST CYCLE ENTERPRISES, INC., with its place of business at 1020 N.E. Pine Island Road, City of Cape Coral, Florida, has named DAVID J. LECKIE, located at 1020 N.E. Pine Island Road, City of Cape Coral, State of Florida, as its agent to accept service of process within Florida.

Dated: March 6, 1998.


 DAVID J. LECKIE, Secretary/Treasurer

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501 of the Florida General Corporation Act.

Dated: March 6, 1998.


 DAVID J. LECKIE

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