

0990000044118

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Pasco Power Sports Inc.

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*****78.75 *****78.75

RECEIVED
99 MAY 14 11:10:08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: LS

5/14/99 8:49

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
☒ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 MAY 14 AM 11:32

FILED

R. Purinton MAY 14 1999

FILED

1999 MAY 14 AM 11: 32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PASCO POWER SPORTS INC.**

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation by virtue of the laws of the State of Florida under the following proposed charter:

ARTICLE I - NAME/ADDRESS

The name of this corporation shall be PASCO POWER SPORTS INC. and its business shall be carried on in the State of Florida and such other states and foreign countries as may be agreed upon, and its principal place of business shall be 8822 U.S. Highway 19, Port Richey, FL 34668 or such other place as from time to time is designated.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE III - PURPOSE

This corporation shall be authorized and permitted to engage in any

activity or business permitted under the laws of the United States and the State of Florida. This corporations primary business shall be sales, and every other act or thing incidental or pertaining to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted by law.

ARTICLE IV - STOCK CLAUSE

The aggregate number of share which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

ARTICLE V - PREEMPTIVE RIGHTS AND RELATED MATTERS

Each holder or shares of this corporation shall have the first right to purchase shares of this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares held at the time bears to the total number of share outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pays or the shares preemptive within thirty days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue and inviting him to exercise his preemptive rights.

ARTICLE VI - OFFICERS AND DIRECTORS

The business and affairs of the corporation shall be conducted and managed by a Board of Directors who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-laws, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The name and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

President:	Noel Hughes 1820 Audubon Street Clearwater, FL 34618
Vice President:	Maurice Thorne 4551 Floramar Terrace New Port Richey, FL 34652
Treasurer:	Marty Skapik 491 Hammock Drive Palm Harbor, FL 34683

ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial Registered Office of this corporation is 36366 U.S. Highway 19 North, Palm Harbor, FL 34684. The name of the initial registered agent of this corporation at that address is JAMES J. SPANOLIOS, ESQ.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested

in the Board of Directors and Shareholders in accordance with the Shareholders Agreement.

ARTICLE XII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

IN WITNESS WHEREOF, I the undersigned, being the original subscribed to the capital stock herein named, for the purpose of forming a corporation to do business in the State of Florida, under the Laws of the state of Florida, do make and file these articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and set my hand and seal this 5 day of MAY, 1999.


Marty Skapik

BEFORE ME, the undersigned authority, personally appeared MARTY SKAPIK, personally known to me or who produced as identification: FL DR. LIC., and who did take an oath, after first being duly sworn, deposes and says that the things and matters contained in the Articles of Incorporation are true and correct and that he executed the same for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 5 day of MAY, 1999.



J SPANOLIOS
My Commission CC549481
Expires Apr. 22, 2000


Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE STATE
AND NAMING AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Florida Statute, the following is submitted:

1. That PASCO POWER SPORTS INC. organized under the laws of the state of Florida, with its principal place of business being:

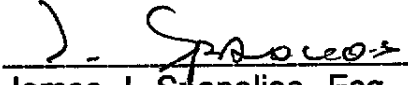
8822 U.S. Highway 19
Port Richey, FL 34668

has named as its registered agent to accept process within this State:

James J. Spanolios, Esq.
36366 U.S. Highway 19 North,
Palm Harbor, FL 34684

ACCEPTANCE

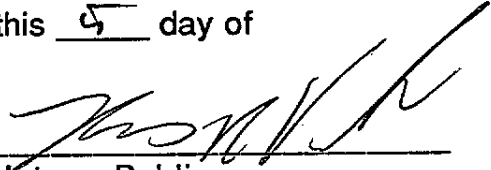
Having been named to accept service of process for the above named corporation, at the place designated above, I hereby accept appointment in this capacity, and agree to comply with the provisions of State Law relative to keeping open said office.


James J. Spanolios, Esq.

BEFORE ME, the undersigned authority, personally appeared , James J. Spanolios, Esq. personally known to me or who produced as identification:

FL D.R. LLC.

SWORN TO AND SUBSCRIBED before me this 5 day of MAY, 1999.


Notary Public

