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| Signature  Requested by | 7-6-99 11:00 Date Time | Art of Inc. File Ce 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 Fictitious Name Corp Record Search Officer Search Fictitious Owner Search Vehicle Search Driving Record UCC 1 or 3 File UCC 11 Search |
| Walk-In                 | Will Pick Up           | UCC 11 Retrieval Surintum JUL 0 6 1999  |

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#### ARTICLES OF INCORPORATION

OF

TALLAHASSEE, FLORIDA

## MOTO CYCO WORLD OF CLEARWATER, INC.

## ARTICLE I - NAME

The name of this corporation is MOTO CYCO WORLD OF CLEARWATER, INC. The principal office and mailing address of this corporation is: 11641 US Highway 19, Clearwater, FL 33764.

# ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

## ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

## ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated "Common Shares".

# ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

# ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 805 W. Broward Boulevard, Fort Lauderdale, FL 33312, and the name of the initial registered agent of this corporation at that address is PATRICK MONESI.

# ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws.

The name and address of the initial Board of Directors of this corporation are:

<u>Name</u>

Address

Patrick Monesi

805 W. Broward Blvd.

Fort Lauderdale, FL 33312

Thomas Merrell

2892 Deer Run-South Clearwater, FL 33761

## ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>

Address

Patrick Monesi

805 W. Broward Blvd. Fort Lauderdale, FL 33312

## ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this day of June, 1999.

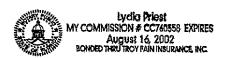
Patrick Monesi

STATE OF FLORIDA COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 30 day of June, 1999, by Patrick Monesi, who is personally known to me, or who has produced as identification, and who did take an oath.

Notary Public, State of Florida

My Commission Expires:



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

# MOTO CYCO WORLD OF CLEARWATER, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

MOTO CYCO WORLD OF CLEARWATER, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Clearwater, County of Pinellas, State of Florida, has named Patrick Monesi, located at 805 W. Broward Blvd., Fort Lauderdale, FL 33312 as its agent to accept service of process within the State.

#### ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office. Further, I am familiar with and accept the obligations provided for in Florida Statute 607.0505.

Patrick Monesi

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