



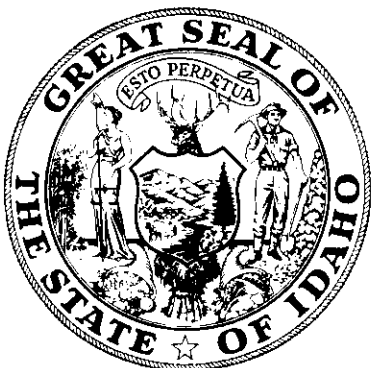
CERTIFICATE OF AUTHORITY
OF

J. T. RACING, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of J.T. RACING, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to J.T. RACING, INC. to transact business in this State under the name J.T. RACING, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated March 21, 19 80



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is J. T. RACING, INC. **SECRETARY OF STATE**
2. *The name which it shall use in Idaho is J. T. RACING, INC.
3. It is incorporated under the laws of CALIFORNIA
4. The date of its incorporation is July 8, 1976 and the period of its duration is continuous
5. The address of its principal office in the state or country under the laws of which it is incorporated is 303 W. 35th Street, Suite D, National City, CA 92050
6. The address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., One Capital Center, Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: sales of sporting apparel and equipment

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>John Gregory</u>	<u>President/Treasurer</u>	<u>303 W. 35th, Natl. City CA</u>
<u>Rita Gregory</u>	<u>Vice Pres/Secretary</u>	<u>303 W. 35th, Natl. City CA</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>100,000</u>	<u>Common</u>	<u>Without Par</u>
_____	_____	_____
_____	_____	_____

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
100	Common	Without Par

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

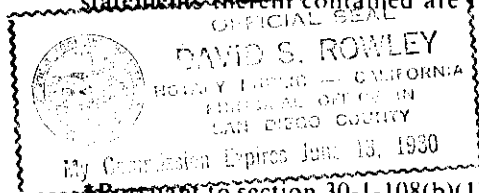
Dated February 8, 19 80.

By [Signature]
Its President
and [Signature]
Its Secretary

STATE OF California)
COUNTY OF San Diego) ss:

I, DAVID S. ROWLEY, a notary public, do hereby certify that on this 8th day of February, 19 80, personally appeared before me JOHN GREGORY, who being by me first duly sworn, declared that he is the President of J. T. RACING, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.



[Signature]
Notary Public

Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

Misc. 165 (G.S.) Ack. Corporation (Rev. 12-83)
Staple

STATE OF CALIFORNIA }
COUNTY OF SAN DIEGO } SS.

On March 10, 1980 before me,
the undersigned, a Notary Public in and for said County and State,
personally appeared Rita Gregory
~~XXXXXXXXXXXXXXXXXXXX~~ ~~XXXXXXXXXX~~

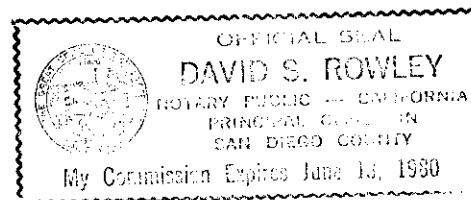
_____, known to me to be
_____, Secretary of the corporation that executed the
within Instrument, known to me to be the persons who executed the
within Instrument on behalf of the corporation therein named, and
acknowledged to me that such corporation executed the within
instrument pursuant to its by-laws or a resolution of its board of
directors.

Signature: _____

David S. Rowley



FOR NOTARY SEAL OR STAMP



State of California

OFFICE OF THE SECRETARY OF STATE

Reproduction
Certification

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this



March Fong Eu

Secretary of State

773567
FILED

In the Office of the Secretary of State
of the State of California

JUL 8 1976

MARGIE DONG FU Secretary of State
By Deputy

ARTICLES OF INCORPORATION
OF
OKKI OY

I.

The name of this corporation is OKKI OY.

II.

The purposes for which this corporation is formed are:

(a) To engage primarily in the specific business of the sale, at both wholesale and retail, and the importation of motorcycle racing accessories;

(b) To engage generally in the business of importation, exportation, design, development, manufacture, and sale of athletic products;

(c) To engage in any business, whether related or unrelated to those described in clauses (a) and (b) of this article, that may from time to time be authorized or approved by the Board of Directors of this corporation;

(d) To act as a partner or joint adventurer or in any other legal capacity whenever deemed advisable by the Board of Directors;

(e) To do business anywhere in the world; and,

(f) To have and to exercise all the rights and powers that are now or may hereafter be granted to a corporation by law.

The above purpose clauses are not limited by reference to or inference from one another. Each clause is to be construed as a separate statement conferring independent purposes and powers on the corporation.

III.

The principal office for the transaction of business of the corporation is located in the State of California, in the County of San Diego.

IV.

The number of directors of the corporation shall be one (1).

V.

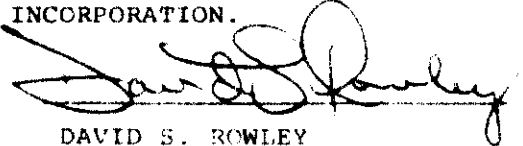
The name and address of each person appointed to act as a first director is:

DAVID S. ROWLEY	2110 Crocker Bank Building Second and Broadway San Diego, CA 92101
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VI.


This corporation is authorized to issue only one class of stock. The total number of shares the corporation is authorized to issue is ONE HUNDRED THOUSAND (100,000) shares. Each share shall be without par value. No distinction shall exist between the shares of the corporation or between the holders thereof.

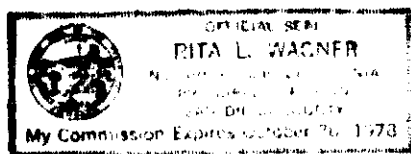
IN WITNESS WHEREOF, the undersigned, being the person named as the first director of this corporation, has executed these ARTICLES OF INCORPORATION.


DAVID S. ROWLEY

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN DIEGO)

On this 28th day of June, 1976, before me, the undersigned, a Notary Public for the State of California, personally appeared DAVID S. ROWLEY, whose signature appears above, known to me to be the person whose name is subscribed to the within ARTICLES OF INCORPORATION, and acknowledged to me that he executed same.


NOTARY PUBLIC



NA CHANGED TO: J. T. RACING, INC.

773567

A187317

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

JOHN GREGORY AND DAVID S. ROWLEY certify:

1. That they are the President and Assistant Secretary respectively of OKKI OY, a California corporation.

2. That at a meeting of the Board of Directors of said corporation, duly held at National City California, on December 29, 1977, the following resolution was adopted:

"RESOLVED, that Article I of the Article of Incorporation be amended to read as follows:

The name of this corporation is J. T. RACING, INC."

3. That the shareholders have adopted said amendment by written consent. That the wording of the amended article, as set forth in the shareholders' written consent, is the same as that set forth in this director's resolution in paragraph 2 above.

4. That the number of shares represented by written consent is 100. That the total number of shares entitled to vote on or consent to the amendment is 100.

JOHN GREGORY, President

DAVID S. ROWLEY, Assistant Secretary

Each of the undersigned declares, under penalty of perjury that the matters set forth in the foregoing certificate are true and correct.

Executed this 29th day of December, 1977, at National City, California.

JOHN GREGORY

DAVID S. ROWLEY

FILED
In the office of the Secretary of State
of the State of California

FEB 21 1978

MARCH 1978 TO, Secretary of State
Deputy