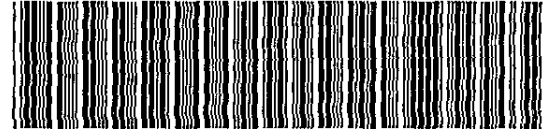


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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TRANSMITTAL LETTER

2005 JUN 22 P 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Registration Section
Division of Corporations

SUBJECT: iRacing.com Motorsport Simulations, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Chris Carmody
(Name of Person)

Morse, Barnes-Brown & Pendleton, P.C.
(Firm/Company)

Reservoir Place, 1601 Trapelo Rd.
(Address)

Waltham, MA 02451
(City/State and Zip Code)

For further information concerning this matter, please call:

Steve Myers at (781) 541-6360
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

MORSE,
BARNES-BROWN &
PENDLETON, P.C.

The Business Law Firm on Route 128

Reservoir Place • 1601 Trapelo Road • Waltham, MA 02451 • (781) 622-5930 • Fax (781) 622-5933 • email: mbbp@mbbp.com

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2005 JUN 22 P 1:54

Writer's email:
mbbp@mbbp.com
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 16, 2005

VIA CERTIFIED MAIL

Florida Department of State
Registration Section, Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: iRacing.com Motorsport Simulations, LLC

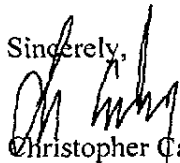
Dear Mr. Secretary:

Please find enclosed one *Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida* (the "Application"), submitted on behalf of iRacing.com Motorsport Simulations, LLC, a Delaware limited liability company, along with

2. a Transmittal letter,
3. a Delaware Certificate of Good Standing,
4. Certificate of Designation of Registered Agent/Registered Office, and
5. the requisite \$125.00 filing fee.

Please stamp the enclosed copy of this letter "**RECEIVED**," indicate the date of receipt and return same to us in the enclosed self-addressed, stamped envelope. If you have any questions, or require any additional information or documents, please telephone the undersigned at (781) 622-5930.

Sincerely,



Christopher Carmody
Corporate Paralegal

Enclosures

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

2005 JUN 22 P 1: SECRETARY OF STATE TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. iRacing.com Motorsport Simulations, LLC (Name of Foreign Limited Liability Company)

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. 20-0208418 (FEI number, if applicable)

4. August 29, 2003 (Date of Organization) 5. perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 175 Middlesex Turnpike, Suite 2B Bedford, MA 01730 (Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here []

9. The name and usual business addresses of the managing members or managers are as follows:

(Blank lines for names and addresses of managing members)

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: online software design and development

(Handwritten signature of David Kaemmer) Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) David Kaemmer

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

2005 JUN 22 P 1:5

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

iRacing.com Motorsport Simulations, LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 South Pine Island Rd.

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

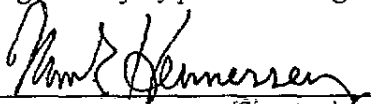
Plantation

FL

33324

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



MARK HENNESSEY
VICE PRESIDENT

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

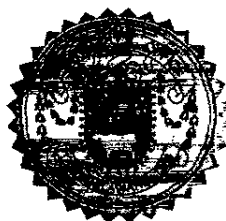
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IRACING.COM MOTORSPORT SIMULATIONS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF MAY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3698486 8300

AUTHENTICATION: 3886002

050405406

DATE: 05-17-05