

**Electronic Articles of Incorporation
For**

P04000120625
FILED
August 19, 2004
Sec. Of State
jshivers

X-POWER MOTORSPORTS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

X-POWER MOTORSPORTS, INC.

Article II

The principal place of business address:

2727 US HIGHWAY 411 S
MARYVILLE, TN. 37801

The mailing address of the corporation is:

2727 US HIGHWAY 411 S
MARYVILLE, TN. 37801

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

PETER SPOTO
707 WEST BAY DR
LARGO, FL, FL. 33770

I certify that I am familiar with and accept the responsibilities of registered agent.

P04000120625
FILED
August 19, 2004
Sec. Of State
jshivers

Registered Agent Signature: PETER SPOTO

Article VI

The name and address of the incorporator is:

BILL MORROW
508 OLD TAVERN CIRCLE
KNOXVILLE, TN 37922

Incorporator Signature: BILL MORROW

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: VP
RONALD HO
5965 PEACHTREE CORNERS E, SUITE C3
NORCROSS, GA. 30071