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JULY 1, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

700002238777--6
-07/15/97--01093--007
****122.50 ****122.50

To Whom It May Concern:

Enclosed are the articles of incorporation for RACETOWN, INCORPORATED.

Also enclosed is my money order for \$122.50, which represents \$70.00 for filing fee and \$52.50 for certified copy of the articles of incorporation.

Please send the documents to:

Thomas E. DeWan
3200 Bayou Placido Blvd., N.E.
St. Petersburg, FL 33703

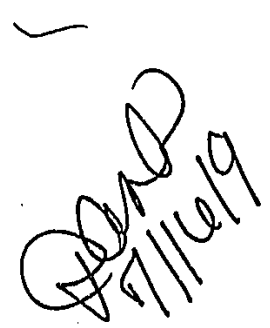
Thank you.

Yours very truly,


Thomas E. DeWan

TED:jlb
Enclosures (2)

FILED
97 JUL 15 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


7/16/97

ARTICLES OF INCORPORATION

of

RACETOWN, INCORPORATED

97 JUL 15 AM 11:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- a) The name of the proposed corporation shall be " RACETOWN INCORPORATED " and shall be referred to hereafter in this document as the "CORPORATION."
- b) The CORPORATION shall conduct any business permitted under the laws of the United States of America and the laws of the State of Florida.
- c) The amount of capital stock authorized shall be 60 shares of non par common.
- d) The amount of capital with which the CORPORATION will begin business shall be \$500.00.
- e) The existence of the CORPORATION shall be perpetual.
- f) The initial street address of the CORPORATION shall be 3200 BAYOU PLACIDO BLVD. N.E., ST. PETERSBURG, FL 33703
- g) The CORPORATION shall have 1 director.
- h) The name and address of the first Board of Directors of the CORPORATION is:

Thomas E. DeWan, 3200 Bayou Placido Blvd., N.E.,
St. Petersburg, FL 33703.

- i) Subscriber to these Articles of Incorporation is:

Thomas E. DeWan, 3200 Bayou Placido Blvd., N.E.,
St. Petersburg, FL 33703.

Thomas E. DeWan

SIGNED THIS 8th DAY OF JULY, 1997

(SUBSCRIBER)

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING INSTRUMENT
WAS ACKNOWLEDGED BEFORE ME
THIS 8th DAY OF JULY, 1997 BY:

Thomas E. DeWan

- () PERSONALLY KNOWN TO ME
- (✓) I.D. FLORIDA DRIVERS LIC.

Rayno L Powell
Notary Commission CC652128
Expires June 02, 2001

Rayno L Powell

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

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

First--That RACETOWN, INCORPORATED
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 ST. PETERSBURG County of
Pinellas, State of Florida
has named Thomas E. DeWan
located at 3200 Bayou Placido Blvd., N.E.
City of St. Petersburg, County of Pinellas,
State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply
with the provision of said Act relative to keeping open said
office.

STATE OF FLORIDA
COUNTY OF PINELLAS

By: *Thomas E. DeWan*
Registered Agent

THE FOREGOING INSTRUMENT
WAS ACKNOWLEDGED BEFORE ME
THIS 8th DAY OF JULY, 1997 BY:

Thomas E. DeWan

- () PERSONALLY KNOWN TO ME
() I.D. FLORIDA DRIVERS LIC.



Rayno L. Powell

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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