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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : KLUGER, PERETZ, KAPLAN & BERLIN, P.A. #4060.1
Account Number : 119990000171
Phone : (305) 379-3000
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Att: Ellen

FLORIDA NON-PROFIT CORPORATION

Racers Care, Inc.

Certificate of Status	0
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Page Count	01
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ARTICLES OF INCORPORATION**OF****RACERS CARE, INC.****(a Florida not for profit corporation)**

The undersigned incorporator to these Articles of Incorporation, hereby forms a corporation not for profit under the laws of the State of Florida.

ARTICLE I**NAME**

The name of this corporation is RACERS CARE, INC. (the "Corporation").

ARTICLE II**PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial address of the principal office and mailing address of this Corporation is 515 Cherry Street, South Daytona, FL 32119-2017.

ARTICLE III**PURPOSE**

This Corporation is organized and shall be operated for purposes for which a Corporation not for profit may be formed under the laws of the State of Florida and not for pecuniary profit or financial gain, but in no event shall this Corporation be operated for purposes other than those permitted under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.

1. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any

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and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes.

2. Notwithstanding anything herein to the contrary, this Corporation may exercise any and all, but not other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

3. No part of the income or principal of this Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

4. In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively for purposes within those hereinabove set forth and within the intentions of Section 501(c) of the internal Revenue Code of 1954 and its Regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE IV

APPOINTMENT OF DIRECTORS

The number of directors may be increased or diminished, from time to time, by the members in accordance with the provisions of the bylaws of the Corporation, but shall never be less than three (3).

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE


The name of the initial registered agent of this corporation is MIAMI CENTER REGISTERED AGENTS, LLC. The street address of the corporation's initial registered office is Miami Center, Suite 1700, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is: Jena E. Rissman, Esq., c/o Kluger, Peretz, Kaplan & Berlin, P.A., Miami Center, Suite 1700, 201 South Biscayne Boulevard, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of February, 2002.

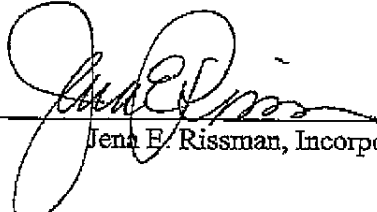


Jena E. Rissman

CERTIFICATE OF REGISTERED AGENT
OF
RACERS CARE, INC.

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation not for profit, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is RACERS CARE, INC.
2. The name and address of the registered agent and office is MIAMI CENTER REGISTERED AGENTS, LLC, Miami Center, Suite 1700, 201 South Biscayne Boulevard, Miami, Florida 33131.



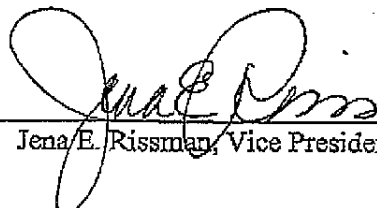
Jena E. Rissman, Incorporator

ACKNOWLEDGMENT

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

Dated this 5th day of February, 2002.

MIAMI CENTER REGISTERED AGENTS, LLC

By: 

Jena E. Rissman, Vice President

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