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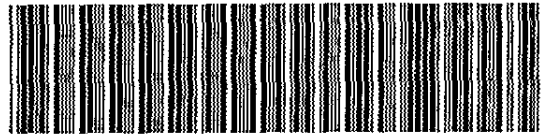
(Business Entity Name)

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ELINOR P. SMITH, P.A.

4931 S. Westshore Blvd.
Tampa, FL 33611

Attorney At Law

(813) 831-5571
Fax (813) 831-9839

October 29, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Tampa Bay Soap Box Derby, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Not for Profit Articles of Incorporation for Tampa Bay Soap Box Derby, Inc., plus a check in the amount of Eighty Seven Dollars and Fifty Cents (\$87.50) representing your fees as follows:

Filing Fee with Secretary of State	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy of Articles	\$ 8.75
Certificate of Status	\$ 8.75

You may mail the certified copy of articles and the certificate of status after they have been filed.

Sincerely,

Elinor P. Smith
Attorney at Law

EPS/skf
Encls.

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

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OF

TAMPA BAY SOAP BOX DERBY, INC.

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

In compliance with Chapter 617, F.S. (Not for Profit), the undersigned incorporator, for the purpose of forming a not for profit corporation, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: TAMPA BAY SOAP BOX DERBY, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2302 S. Manhattan Ave., No. 312, Tampa, FL 33629.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is: To promote participation in the Soap Box Derby by children, parents, organizations and sponsors.

ARTICLE IV - MANNER OF ELECTION

The manner in which the directors are elected or appointed: In accordance with the By-Laws of the corporation.

ARTICLE V - INITIAL DIRECTOR/OFFICERS

The names, addresses and titles of the initial officers and directors are:

Anthony R. Holbrook President/Director
2302 S. Manhattan Ave., #312
Tampa, FL 33629

David H. Gutchner Vice President/Director
2105 S. Dale Mabry Hwy.
Tampa, FL 33629

Mark Ferdinand Vice President/Director
2207 Sprainrain Dr.
Clearwater, FL 33763

David Hubbard Director
601 W. Hillsborough Ave.
Tampa, FL 33606

Melvin Forman Director
3020 W. Laurel St.
Tampa, FL 33607

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

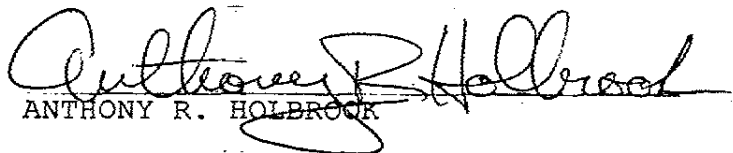
The name and Florida street address of the registered agent is: Elinor P. Smith, Esq., 4931 S. Westshore Blvd., Tampa, FL 33611.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Anthony R. Holbrook
2302 S. Manhattan Ave., #312
Tampa, FL 33629

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of OCTOBER, 2002.


ANTHONY R. HOLBROOK

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged and sworn to before me this 30TH day of OCTOBER, 2002, by Anthony R. Holbrook, of Tampa Bay Soap Box Derby, Inc.

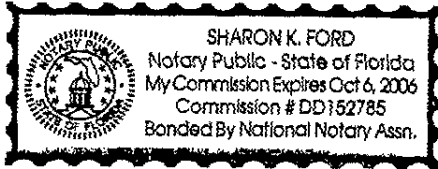
Personally known or

Identification Provided _____

Sharon K. Ford

NOTARY PUBLIC
State of Florida at Large

My commission expires:



**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, 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 not for profit corporation is:

TAMPA BAY SOAP BOX DERBY, INC.
2302 S. Manhattan Ave., #312
Tampa, FL 33629

2. The name and address of the registered agent and office is:

Elinor P. Smith, Esq.
4931 S. Westshore Blvd.
Tampa, FL 33611


ANTHONY R. HOLBROOK
Title: President/Director
Date: October 30, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY.


ELINOR P. SMITH, ESQ.

DATE: 10/30/02

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