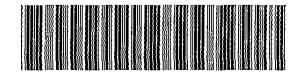
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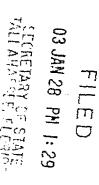
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Income Tax Services
Financial & Insurance Services
Accounting & Bookkeeping Services

JAMES K. REESE, EA

1201 North Third Street • Jacksonville Beach, Florida 32250 • (904) 241-0050 • Fax (904) 241-0752

January 17, 2003

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

Re: Articles of Incorporation - Red Hills Racing, Inc.

Dear Sir or Madam:

Enclosed are (2) original Articles of Incorporation for the above referenced corporation and my check in the amount of \$70.00 for the filing fees. Please file the Articles and return one copy of the Articles to me at the above address.

If you have questions, please do not hesitate to call me.

Sincerely,

James K. Reese, EA

Enclosures:

(2) Copies of Articles of Incorporation

Check for \$70.00

ARTICLES OF INCORPORATION

OF

RED HILLS RACING, INC.

ARTICLE I - NAME

The name of this corporation shall be:

RED HILLS RACING, INC.

FILED

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SECRETARY OF STATE.

The general nature of the business to be transacted by this corporation is:

To engage in services and activities associated with the activities and decisionmaking in the operation of a not for profit social and recreational organization.

To engage in any other lawful business, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, convey, assign, transfer, or otherwise dispose of, and to invest in and hold real or personal property, of every class, kind, and description, and to otherwise engage in any legal business or activity permitted under the laws of the State of Florida and in all other States and counties.

To conduct said business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and license in the State of Florida and in all other States and counties.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages and transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, mortgage, transfer, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, of any other corporation of the State of Florida or any other State or Government, and while owner of such stock to exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock.

ARTICLE II - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be at P.O. Box 49122, Jacksonville Beach, Florida 32250.

ARTICLE IV - INITIAL REGISTERED AGENT & ADDRESS

The name and address of the initial registered agent is Ralph Teten at 708 2nd Street, Neptune Beach, Florida 32266.

ARTICLE V - DIRECTORS

This corporation shall not have more than four (4) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

ARTICLE VI - INITIAL DIRECTORS AND OFFICERS

The name and address of the Initial Director and Officers are:

NAME

ADDRESS

Ralph Teten

708 2nd Street

D/P

Neptune Beach, Florida 32266

Dean Krueger

3755 St. Johns Avenue

D/VP

Jacksonville, Florida 32205

Clint Bridier

469 Papaya Court

D/S

Jacksonville, Florida 32225

Curtis Long

1875 Aston Hall Drive East

D/T

Jacksonville, Florida 32246

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is:

NAME

ADDRESS

Ralph Teten

708 2nd Street Neptune Beach, Florida 32266

ARTICLE VIII - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of filing.

Ralph Teten Incorporator

STATE OF FLORIDA COUNTY OF Duval

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in State and County named above to take acknowledgments, personally appeared Ralph Teten to me known to be the person described as subscribed in and executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above on this the 10 day of 2002.

Notary Public

BRANDY SCHNEIDER
MY COMMISSION # CO 863763
EXPIRES December 4, 2003
Booled Thru Notary Public Underwriter.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

The name of the corporation is:

RED HILLS RACING, INC.

The name and address of the Registered Agent and Office

Ralph Teten 708 2nd Street Neptune Beach, Florida 32266 O3 JAN 28 PH 1:3

SIGNATURE

Ralph Teten

TITLE President

DATE MOS

Having been named as Registered Agent and to accept service of process for the above stated corporation 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 statues 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.

SIGNATURE

Ralph Tetan

DATE