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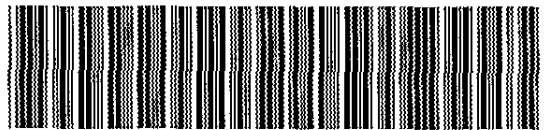
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE REGION SOAP BOX DERBY

November 20, 2003

VIA FIRST CLASS MAIL OR (COURIER)

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

OR

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

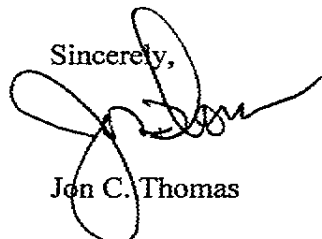
Re: Tallahassee Region Soap Box Derby, Inc.

To Whom It May Concern:

Enclosed herewith for filing with the Florida Department of State pursuant to Sections 617.01201 and 617.0202 of the Florida Not For Profit Corporation Act is an original and two (2) conformed copies of the Articles of Incorporation for Tallahassee Region Soap Box Derby, Inc. Also enclosed is a check in the amount of \$78.75 (or \$87.50 for 2 certified copies) representing \$35.00 for the filing fee, \$35.00 for the designation of registered agent, and \$8.75 (or \$17.50) for one (1) [or two (2)] certified copy(ies) of the Articles of Incorporation.

Please file the Articles of Incorporation and return one (1) certified copy to me via first class mail (or with my courier). Thank you for your assistance with this matter. If you have any questions concerning this matter, please contact me at 322-8460.

Sincerely,



Jon C. Thomas

Enclosures

cc: Sean J. Coleman, Esq. (w/o encls.)

**ARTICLES OF INCORPORATION
OF
TALLAHASSEE REGION SOAP BOX DERBY, INC.
(the "Corporation")**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED does hereby act as incorporator in adopting the following Articles of Incorporation for the purposes of forming a nonprofit corporation pursuant to the provisions of the Florida Not For Profit Corporation Act (the "Act").

ARTICLE I: NAME

The name of the Corporation shall be Tallahassee Region Soap Box Derby, Inc.

ARTICLE II: PRINCIPAL OFFICE

The initial principal place of business and mailing address of this Corporation shall be:

5351 Pembridge Place
Tallahassee, FL 32309

ARTICLE III: PURPOSE

The Corporation is organized for charitable purposes consistent with Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code and shall be operated for the specific and primary purposes to initiate, sponsor, promote, and carry out plans, policies and activities that will tend to further the growth and development of amateur sporting events focused on gravity powered racing in accordance with rules promulgated by the International Soap Box Derby, Inc. The Corporation shall have all powers not inconsistent with Section 501(c)(3) of the Internal Revenue Code.

No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to, any of its directors, members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III above hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV: MANNER OF ELECTION OF DIRECTORS

The manner and method of the election of directors shall be stated in the Bylaws of the Corporation.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation in the State of Florida shall be 5351 Pembridge Place, Tallahassee, Florida 32309. The initial registered agent at such address shall be Jon C. Thomas.

ARTICLE VII: DURATION

The duration of the Corporation shall be perpetual unless dissolved according to law.


ARTICLE VIII: MEMBERS

The corporation shall not have members.

ARTICLE XI: INCORPORATOR

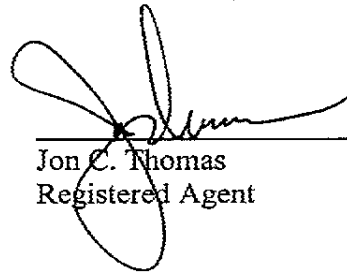
The name and address of the incorporator is: Sean J. Coleman, 6400 Powers Ferry Road, NW, Suite 400, Atlanta, Georgia 30339.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purposes of forming a nonprofit corporation, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 19th day of November, 2003.


Sean J. Coleman, Incorporator

Having been named as registered agent and to accept service of process for Tallahassee Region Soap Box Derby, Inc. at the place designated in these Articles of Incorporation, 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 statutes relating to the proper and complete performance of duties, and I am familiar with and accept the obligations of my position as registered agent

Dated this 20TH day of November, 2003



Jon C. Thomas
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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