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ESTABLISHED 1966

INDEPTH TAX MANAGEMENT, INC.

P.O. Box 4502
BOYNTON BEACH, FL 33424

SMALL BUSINESS SPECIALIST

OFFICE (561) 738-0042
CELL (561) 371-0321

OCTOBER 26, 1999

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

100003054121--2
-11/24/99-01056-002
*****78.75 *****78.75

RE: RED LINE, INC.

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF THE ARTICLES OF INCORPORATION, TOGETHER WITH MY CHECK IN THE AMOUNT OF \$78.75.

THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED COPY OF ARTICLES OF INCORPORATION AND FEE FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED CORPORATION.

VERY TRULY YOURS,

Thomas J. Martin
THOMAS J. MARTIN

RED LINE, INC.

154 CAPE POINTE CIRCLE
C/O MARTIN
JUPTER, FL. 33477

JOHN A. PARTICA
ACCOUNTANT

(561) 330-2998

789,2544,2550
w/99-27316



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 30, 1999

THOMAS J. MARTIN
154 CAPE POINTE CIRCLE
JUPITER, FL 33477

SUBJECT: ~~RED LINE, INC.~~
Ref. Number: ~~W99000027316~~

MARTIN Motor Sports Inc.
RE-SUBMITTED

We have received your document for RED LINE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 999A00056660

ARTICLES OF INCORPORATION

of

MARTIN MOTOR SPORTS INC.
(name of corporation)

00 APR 10 AM 9:42
SECRETARY OF STATE
FLORIDA

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

MARTIN MOTOR SPORTS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS			
<u>154 CAPE POINTE CIRCLE C/MARTIN</u>			
CITY	<u>JUPITER, FL.</u>	FLORIDA	ZIP <u>33477</u>

Mailing address, if different

STREET ADDRESS			
CITY		FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	<u>THOMAS J. MARTIN</u>		
ADDRESS	<u>154 CAPE POINTE CIRCLE</u>		
CITY	<u>JUPITER,</u>	FLORIDA	ZIP <u>33477</u>

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	THOMAS J. MARTIN		
ADDRESS	154 CAPE POINTE CIRCLE		
CITY	JUPITER	STATE FL.	ZIP 33477
NAME	TIFFANY MARTIN		
ADDRESS	154 CAPE POINTE CIRCLE		
CITY	JUPITER	STATE FL.	ZIP 33477
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	THOMAS J. MARTIN		
ADDRESS	154 CAPE POINTE CIRCLE		
CITY	JUPITER	STATE FL.	ZIP 33477
NAME	TIFFANY MARTIN		
ADDRESS	154 CAPE POINT CIRCLE		
CITY	JUPITER	STATE FL.	ZIP 33477
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this _____ day of OCTOBER, 19 99.

x Thomas J. Martin (Signature)

xx Tiffany Martin (Signature)

(Signature)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

FILED
00 APR 10 AM 9:42
RECEIVED
TALLAHASSEE, FLORIDA

MARTIN MOTOR SPORTS, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 154 CAPE POINTE CIRCLE

JUPITER, FL. 33477

has named THOMAS J. MARTIN

located at the aforesaid address, as its registered agent to accept service of process within this state.

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 statutes 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.

X

Thomas J. Martin
(Signature)

OCTOBER , 1999

(Date)