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THE SWEET LAW OFFICE

Thomas J. Sweet, Attorney

6120-10 POWERS AVE. # 236
JACKSONVILLE, FL 32217
(904) 828-0020/FAX (904) 828-0019
Email: fact123@prodigy.net
FL BAR # 398594

October 6, 2000
Florida Department of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

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10/12/00-D1062-004
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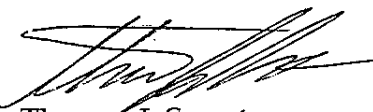
RE: SOUTHARD RACING, INC.

Dear Sir/Madam:

Enclosed please find duplicate originals of articles of incorporation for the above referenced corporation, together with my check in the amount of \$87.50 to cover the costs of filing, certificate of status and certified copy and registered agent fee.

Kindly file the same and direct all filing information to the above address.

Sincerely,



Thomas J. Sweet
enc.

FILED
00 OCT 12 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB 10-13

**ARTICLES OF INCORPORATION
OF
SOUTHARD RACING, INC.**

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ARTICLE I-NAME: The name of this corporation is:
SOUTHARD RACING, INC.

ARTICLE II-DURATION: The corporation shall have a perpetual existence.

ARTICLE III-PURPOSE: The general purpose of the corporation is to engage in the business of instruction, production and design related to motor vehicle racing, and related activities, and any other business and commercial activities and business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV-CAPITAL STOCK: The minimum number of shares which this corporation is authorized to issue and have outstanding at any time is 1000 shares of common stock having a par value of no par value per share.

**ARTICLE V-PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE
AND AGENT:**

The principal office of the corporation shall be:

1290 TURNBULL BAY RD, NEW SMYRNA BEACH FL 32168

and the initial registered office of this corporation shall be:

Thomas J. Sweet 6120-10 POWERS AVENUE, #236, JACKSONVILLE FL 32217

and the initial registered agent at such office shall be Thomas J. Sweet, who, upon accepting this designation agrees to comply with the provisions of Section 48.091 Florida Statutes, as amended from time to time with respect to keeping an office open for the service of process.

ARTICLE VI-INITIAL BOARD OF DIRECTORS: The initial Board of Directors shall consist of two members. The number of directors may be increased from time to time by vote of the stockholders. The name and address of the initial directors are:

SOUTHARD, LEONARD EUGENE
1290-B TURNBULL BAY RD
NEW SMYRNA BCH FL 32168

SOUTHARD, WINIFRED LEE
1290-B TURNBULL BAY RD
NEW SMYRNA BCH FL 32168

ARTICLE VII - PRE-EMPTIVE RIGHTS: The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms and conditions as may be fixed by the directors, those shares of common stock which may be issued from time to time. The extent of the pre-emptive rights is determined by the ratio of the total authorized and issued shares to the total of such shares owned by any holder.

ARTICLE VIII-INCORPORATORS: The name and address of the person signing these articles of incorporation is:
Thomas J. Sweet, 6120-10 POWERS AVENUE, #236, JACKSONVILLE FL 32217

October 6, 2000

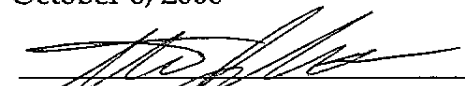


Thomas J. Sweet

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for this corporation at the place designated in the foregoing Articles of Incorporation, Thomas J. Sweet agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 Florida Statutes relative to keeping open such an office.

October 6, 2000



Thomas J. Sweet

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TALLAHASSEE, FLORIDA