



The Law Offices of Timothy M. Doud
A Limited Company

P01000008877

Reply to: Clearwater

January 17, 2001

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

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*****78.75 *****78.75

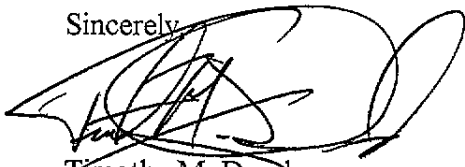
Re: Highlander Racing, Inc.

Gentlemen,

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida Corporation. Also find enclosed my firm's check for \$ 78.75 representing payment of filing fees and cost of a certified copy.

Please file the enclosed articles and return a certified copy to me at the address shown above.

Sincerely,



Timothy M. Doud
For the Firm

FILED
01 JAN 22 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓ *Timothy M. Doud* JAN 24 2001

Principal Office

13770 58th Street North, Building 3, Suite 313
Clearwater, Florida 33760
727.535.8344 Fax 727.535.8201

New Port Richey Office

6014 U.S. Highway 19 North, Suite 101
New Port Richey, Florida 34652
727.842.3636

Sarasota Office

1133 4th Street, Suite 200
Sarasota, Florida 34236
941.554.9651

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME**

The Name of this corporation is:

HIGHLANDER RACING, INC.

**ARTICLE II
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III
CAPITOL STOCK**

The maximum number of shares of stock that this Corporation is authorized it issue and have outstanding at any time is 100 (One Hundred) shares of common stock having a par value of \$ 10.00 (Ten Dollars) per share.

NOTE: Par value shares may be issued only for a consideration having a value, in the judgment of the board of directors, at least equivalent to the full par value of the stock to be issued. No par shares may be issued only for such consideration as is determined by the board of directors. All shares issued shall be fully paid and non assessable.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall have perpetual existence, commencing upon the filing of these articles of incorporation.

**ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Timothy M. Doud, Esq.
13770 58th St. N., Bldg. # 3, Suite 313
Clearwater, Florida 33760

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida. The Corporate office shall be located at:

HIGHLANDER RACING, INC.
8935 NEW YORK AVENUE
UNIT # 17
HUDSON, FLORIDA 34667

**ARTICLE VI
BOARD OF DIRECTORS**

This Corporation shall have ONE director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

**ARTICLE VII
INITIAL DIRECTOR (S)**

The name of the initial director(s) of this Corporation and their street addresses
are:

Kimberly A. Gray
4851 Westerly Drive
New Port Richey, Florida 34653

The person(s) named as initial director(s) shall hold office for the first year of the
existence of this Corporation or until their successor(s) are elected or appointed and have
qualified, whichever occurs first.

ARTICLE VIII INCORPORATOR (S)

The name and street address of the person(s) signing these articles of
incorporation as the incorporators are:

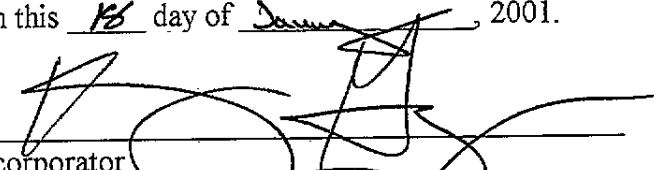
Kimberly A. Gray
4851 Westerly Drive
New Port Richey, Florida 34653

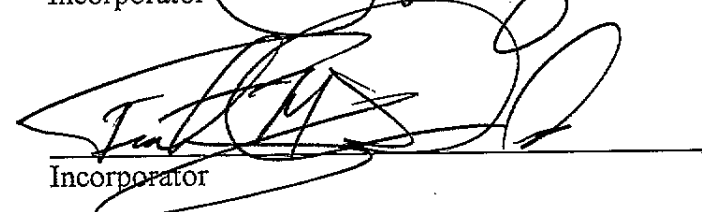
Timothy M. Doud
4851 Westerly Drive
New Port Richey, Florida 34653

ARTICLE IX AMENDMENT

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 a stockholder's meeting by at least a majority of the stock
entitled to vote, unless all of the directors and all of the stockholders sign a written
statement manifesting their intention that a certain amendment of these articles of
incorporation be made.

IN WITNESS WHEREOF, the undersigned, as incorporator(s), have executed the foregoing articles of incorporation on this 18 day of January, 2001.

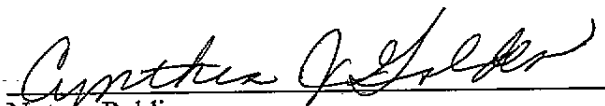

Incorporator


Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

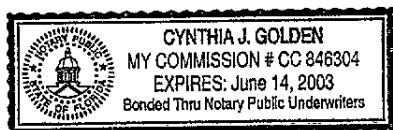
BEFORE ME, a Notary Public, personally appeared Kimberly A. Gray to me known or identified to me by FLDL-6600-501-65-1668 to be the person described as incorporator and who executed the foregoing articles of incorporation and acknowledged before me that she subscribed to these articles of incorporation this 19 day of JAN, 2001.

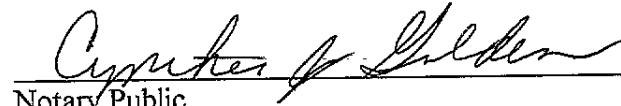



Notary Public

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public, personally appeared Timothy M. Doud to me known or identified to me by FLDL D300-813-58380 to be the person described as incorporator and who executed the foregoing articles of incorporation and acknowledged before me that he subscribed to these articles of incorporation this 18 day of JAN, 2001.





Notary Public

ACCEPTENCE BY REGISTERED AGENT

HIGHLANDER RACING, INC.

I, Timothy M. Doud, Esq. of 13770 58th St. N. Bldg. # 3, Suite 313, Clearwater, FL 33760 hereby accept appointment as registered agent for HIGHLANDER RACING, INC.

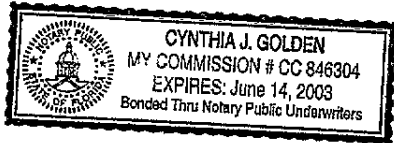
I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.




Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME appeared Timothy M. Doud, Esq., ___ to me well known or ___
produced FLDL D300-813-58-350-9 as identification and executed the foregoing this
18 day of JAN, 2001.





Notary Public

FILED
01 JAN 22 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA