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To:

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Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

ADVANCED KARTING RACING, INC.

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ARTICLES OF INCORPORATION
FOR
ADVANCED KARTING RACING, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME. The name of the corporation shall be **ADVANCED KARTING RACING, INC.**

ARTICLE II

PLACE OF BUSINESS. The principal place of business and the mailing address of this corporation shall be:

3970 NW 132nd St., Unit A
Opa-Locka, FL 33054

ARTICLE III

STOCK. The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares.

ARTICLE IV

PURPOSES. The general purposes for which the corporation is organized are the following:

- (a) To engage in the import, export, sale, arrive and drive, transport, maintenance, storage, and racing of go-karts, and business associated therewith.
- (b) To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Counsel Corporation Act. No other purpose limits this

general purpose in any way; and

(c) To do such things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V

MANNER OF ELECTION OF DIRECTORS. The directors shall be elected pursuant to the By-Laws of the Corporation. The number of directors of the Corporation shall be as set forth in the By-Laws of the Corporation.

ARTICLE VI

CORPORATE POWERS. The corporate powers shall be as set forth in the Florida Statutes, as amended.

ARTICLE VII

REGISTERED AGENT AND ADDRESS. The address of the corporation's registered office and the name of its registered agent is: ANDRE MARTINS, 3970 NW 132nd St., Unit A, Opa-Locka, FL 33054.

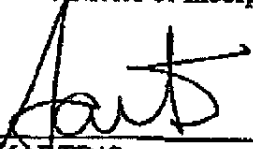
ARTICLE VIII

INCORPORATORS. The names and addresses of the incorporators for these Articles of Incorporation are:

ANDRE MARTINS
3970 NW 132nd St., Unit A
Opa-Locka, FL 33054

The undersigned has executed these Articles of Incorporation this May 29, 2001.

Signature of the Incorporator:



ANDRE MARTINS

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

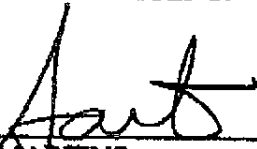
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the Corporation is **ADVANCED KARTING RACING, INC.**

The name and address of the registered agent and office is:

ANDRE MARTINS
3970 NW 132nd St., Unit A
Opa-Locka, FL 33054

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.



ANDRE MARTINS

DATE: May 29, 2001

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