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JOHN R. BARRETT, J.D. (OF COUNSEL)
(MEMBER: FLORIDA & VIRGINIA BARS)
WILLIAM L. ROGERS, J.D.
(MEMBER: FLORIDA BAR)

VIRGINIA OFFICE

195 RIVERBEND DRIVE
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CHARLOTTESVILLE, VIRGINIA 22911
TELEPHONE: 804-977-6000
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August 1, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

Attn: New filings section

RE: Race Technologies, Inc.


200004538452--4
-08/16/01--01053--014
*****78.75 *****78.75

Dear Sir or Madam,

Please find enclosed herein the original and two copies of the Articles of Incorporation and Acceptance of Registered Agent for the above named Florida profit corporation. We have also enclosed our check in the amount of \$78.75 to cover the costs of filing same.

Please return a filed copy to us in the self addressed envelope we have enclosed.

Sincerely,
BARRETT & ROGERS


William L. Rogers, Esq.

WLR/pm
enc: [as stated herein]

FILED
01 AUG 16 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AUG 20 2001

ARTICLES OF INCORPORATION

OF

RACE TECHNOLOGIES, INC.

FILED
01 AUG 16 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be: **RACE TECHNOLOGIES, INC.**

ARTICLE II

Nature of Business

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, any other state, country, territory, nation or throughout the world:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, now or hereafter erected on any lands owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold the investment or otherwise, use and operate, real estate of all kinds improved, or any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful, in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by this corporation.

(c) To carry on in any capacity any business or trade deemed legal in the State of Florida or throughout the world.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other or any character of business legal in the State of Florida.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owners of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association, or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

(i) To carry on any or all of its operations and business, and to promote its objects within the State of Florida, elsewhere or throughout the world, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporation.

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do; and in any part of the world as principals, agents, contractors or otherwise, alone or in the company with others and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as herein above set forth, except where otherwise specified in this Article, shall be in anyway limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses and in this Article shall be regarded as

independent objects and powers.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at anyone time is one hundred (100) shares of common stock having (\$.01) par value. The corporation will begin business with five hundred dollars (\$500.00) in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE IV

Principal Place of Business

The street address of the initial principal place of business of the corporation shall be 2002 Tigertail Boulevard, Dania, Florida 33004, or such other location as the Board of Directors may designate.

ARTICLE V

Term of Existence

This corporation shall exist perpetually.

ARTICLE VI

Preemptive Rights

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII

Special Provision

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VIII

Initial Board of Directors

This corporation shall have no less than one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one (1).

ARTICLE IX

Subscriber

The name and street address of the subscriber of this corporation is:

**William L. Rogers
Second floor
801 N.E. 167th St.
North Miami Beach, Fl. 33162**

ARTICLE X

Directors

The name and street address of the director(s) of this corporation is:

NAME/ADDRESS

POSITION

**John Grandinetti
8648 S.W. 18th Street
Pembroke Pines, Florida 33026**

Director

ARTICLE XI

Registered Office & Registered Agent

The street address of the initial registered office of this corporation is 801 N.E. 167th Street, Second floor, North Miami Beach, Miami-Dade County, Florida 33162, and the name of the initial registered agent of this corporation at that address is **WILLIAM L. ROGERS, Esquire.**

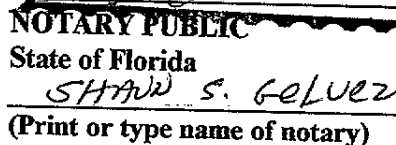
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at North Miami Beach, Miami-Dade County, Florida, for the uses and purposes aforesaid, this 4 day of July, 2001.

William L. Rogers, Subscriber

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared **William L. Rogers**, known to me to be the person who executed the foregoing Articles of Incorporation and or who produced the following identification personally known, and he acknowledged before me that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State
aforesaid this 6 day of July, 2001.



My Commission Expires: 3/18/04

ACCEPTANCE BY REGISTERED AGENT

The undersigned, **WILLIAM L. ROGERS, Esquire**, does hereby accept the foregoing appointment as registered agent for RACE TECHNOLOGIES, INC., located at 2002 Tigertail Boulevard, Dania, Florida 33004 and agrees to comply with the provisions of these Articles and the applicable Florida Statutes.

Dated this 6 day of July, 2001,

WILLIAM L. ROGERS, Esquire
Registered Agent

FILED
01 AUG 16 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA