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**KURT ANDREW SIMPSON**  
*A PROFESSIONAL ASSOCIATION*  
**ATTORNEYS AT LAW**

November 26, 2001

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-11/28/01--01009--016  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Gentlemen:

I am enclosing herewith an original and one (1) copy of the Articles of Incorporation of **BROADFOOT RACING, INC.** Also, enclosed is my firm's check in the amount of \$122.50 representing the filing fee for the Articles of Incorporation.

Thanking you for your every assistance in this matter I am,

Sincerely yours,

**KURT ANDREW SIMPSON,**  
A Professional Association

*Kurt Andrew Simpson*

KURT ANDREW SIMPSON

KAS/kas  
Enclosures

Signed in attorney's absence  
to expedite.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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**ARTICLES OF INCORPORATION**

**OF**

**BROADFOOT RACING, INC.**

The undersigned, acting as Sole Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

**FIRST**

The name of the Corporation is: **BROADFOOT RACING, INC.**

**SECOND**

The period of duration of the Corporation is perpetual.

**THIRD**

The purpose or purposes for which the Corporation is organized are to engage in any activity of business permitted under the Laws of the United States of America and of this State.

**FOURTH**

The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of Capital Stock with a par value of \$1.00 per share.

**Initial Issue:** 1,000 shares of the Capital Stock of the Corporation shall be issued for cash, inventory, goods and merchandise at a par value of \$1.00 per share.

**Stated Capital:** The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

**Dividends:** The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

**Classes of Stock:** The shares of stock of the Corporation are not to be divided into classes.

**No Shares in Series:** The Corporation is not authorized to issue shares in series.

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**FIFTH**

The initial street address in Florida of the initial principal office of the Corporation is 1640 Swimming Salmon Place South, Jacksonville, Florida 32225, and the name and address of the initial Registered Agent is KELLI BROADFOOT, 1640 Swimming Salmon Place South, Jacksonville, Florida 3225.

**SIXTH**

The initial Board of Directors shall consist of one member who need not be a resident of the State of Florida nor a Shareholder of the Corporation.

**SEVENTH**

The name and address of the person who shall serve as the Director until the first annual meeting of Shareholders, or until her successor shall have been elected and qualified is as follows:

|                 |   |
|-----------------|---|
| Kelli Broadfoot | 1640 Swimming Salmon Place South<br>Jacksonville, Florida 32225 |
|-----------------|---|

**EIGHTH**

The name and address of the initial Incorporator is as follows:

|                 |   |
|-----------------|---|
| Kelli Broadfoot | 1640 Swimming Salmon Place South<br>Jacksonville, Florida 32225 |
|-----------------|---|

**NINTH**

The name and address of the person who shall serve as the Officers until the first annual meeting of Shareholders, or until her successor shall have been elected and qualified is as follows:

|  |   |
|--|---|
| Kelli Broadfoot<br>President/Secretary/Treasurer | 1640 Swimming Salmon Place South<br>Jacksonville, Florida 32225 |
|--|---|

**TENTH**

Two-thirds consent of the Stockholders of the Corporation shall be required for any Shareholder action.

**ELEVENTH**

The Shareholders have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholders' meeting, with not less than a two-thirds vote of the common stock.

**TWELFTH**

The holders of the common stock of this Corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

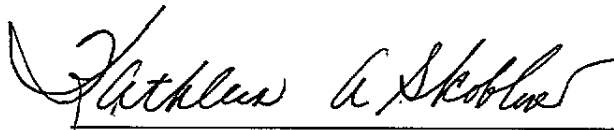
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville Beach, Duval County, Florida, this 21 day of November, 2001.

  
KELLI BROADFOOT

STATE OF FLORIDA, COUNTY OF DUVAL, To Wit:

Before me, the undersigned authority, personally appeared KELLI BROADFOOT, who is to me well known to be the person described in and who subscribed to the Articles of Incorporation, and that she did freely and voluntarily acknowledge before me, according to law, that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my Hand and Official Seal at Jacksonville Beach, Duval County, Florida, this 21ST day of NOVEMBER, 2001.

  
\_\_\_\_\_  
Notary Public



**ACCEPTANCE**

I, the undersigned, being a citizen of Jacksonville, Duval County, Florida, do hereby accept the designation of Registered Agent of the above-named Corporation.

  
\_\_\_\_\_  
KELLI BROADFOOT

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