

TRANSMITTAL LETTER

P02000015588

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

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-02/06/02--01027--001
*****70.00 *****70.00

SUBJECT: Racing Expressions, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Theodore Olivarez
Name (Printed or typed)
12818 Moose Rd
Address
Jacksonville FL 32226
City, State & Zip
904-545-9975
Daytime Telephone number

02 FEB -6 AM 9:03
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

02-12-02
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ARTICLES OF INCORPORATION

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. The name of the corporation shall be:
Racing Expressions, Inc.

ARTICLE II. The principal place of business shall be
12818 Moose Road, Jacksonville, FL 32226
The mailing address shall be the same.

ARTICLE III. The purpose of the corporation shall be to
provide accessories for cars and other
vehicles.

ARTICLE IV. The corporation shall have the authority to
issue one million shares of stock.

ARTICLE V. The initial Board of Directors shall have
one member whose name, address and title
is as follows: Theodore Olivarez, 12818
Moose Road, Jacksonville, Florida 32226,
President.

The number of directors may be raised or
lowered by amendment of the bylaws of the
corporation but shall in no case be less than
one.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

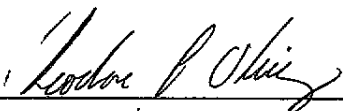
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ARTICLE VI. The registered agent of the corporation is Theodore Olivarez. The registered street address is 12818 Moose Road, Jacksonville, Florida 32246.

ARTICLE VII. The incorporator of this corporation is Theodore Olivarez whose street address is 12818 Moose Road, Jacksonville, Florida 32246.

The undersigned incorporator has executed these Articles of Incorporation this 1st day of February, 2002.



Incorporator

C E R T I F I C A T E O F D E S I G N A T I O N O F
R E G I S T E R E D A G E N T A N D
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TALLAHASSEE FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

- I. The name of the corporation is Racing Expressions, Inc.

- II. The name and address of the registered agent and office is Theodore Olivarez, 12818 Moose Road, Jacksonville, Florida 32246.

Having been named as registered agent and to accept service of process for the above-mentioned 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.

Theodore P. Olivarez
Registered Agent

2-06-02
Date