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TIMOTHY NICHOLAS THOMES, P.A.

ATTORNEY AND COUNSELOR AT LAW

99198 OVERSEAS HIGHWAY, SUITE 8

P.O. BOX 3318

KEY LARGO, FLORIDA 33037

PHONE (305) 451-4053 FAX (305) 451-3768

E-MAIL: TNTHOMES@AOL.COM

May 14, 2002

Florida Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

000005556120--3

-05/16/02--01086--009

122.50 **78.75

**RE: ARTICLES OF INCORPORATION
WHO'S NEXT RACING, INC.**

Dear Sir or Madam:

Enclosed please find the original one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm's check in the amount of \$122.50, representing the filing fee for this corporation.

Please return a certified copy of the Articles of Incorporation in the enclosed self-addressed, stamped envelope.

Thank you for your attention to this matter.

Very truly yours,

TIMOTHY NICHOLAS THOMES, P. A.

Caroline N. Thomes

Caroline N. Thomes, CLA

/ct

Enclosures

FILED
02 MAY 16 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bm 5/17

ARTICLES OF INCORPORATION
OF
WHO'S NEXT RACING, INC.

FILED
02 MAY 16 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is WHO'S NEXT RACING, INC.

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business. The specific nature of the corporation's business is advertising and merchandising on race cars. The corporation's principal office and mailing address is 1504 Shaw Drive, Key Largo, Florida 33037.

ARTICLE IV

This corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock.

ARTICLE V

The street address of the initial registered office of this corporation is 99198 Overseas Highway, Suite #8, Key Largo, Florida 33037, and the name of the initial registered agent of this corporation is Timothy Nicholas Thomes, 99198 Overseas Highway, Suite 8, Key Largo, Florida 33037, whose mailing address is P. O. Box 3318, Key Largo, Florida 33037.

ARTICLE VI

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/her pro rata share (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.

ARTICLE VII

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and home address of the initial director of this corporation are:

Duane R. Wood, 1504 Shaw Drive, Key Largo, Florida
33037.

ARTICLE VIII

The name and address of the person signing these articles is: Timothy Nicholas Thomes, Esq. 99198 Overseas Highway, Suite #8, P. O. Box 3318, Key Largo, Florida 33037.

ARTICLE IX

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred in these articles of incorporation, or any amendment to them, and any

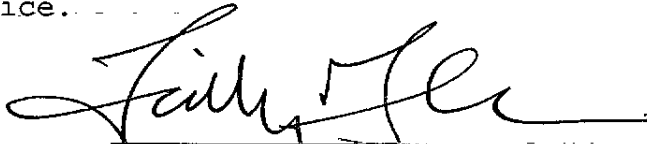
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Florida Statutes, the following is
submitted, in compliance with said Act.

First -- WHO'S NEXT RACING, INC., desiring to organize
under the laws of the State of Florida with its principal
office as indicated in the Articles of Incorporation at
Miami, County of Dade, State of Florida, has named TIMOTHY
NICHOLAS THOMES, ESQ., located at 99198 Overseas Highway,
Suite 8, Key Largo, Florida 33037, County of Monroe, as its
agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept services of process for the
above for the above stated corporation, at place designated
in this Certificate, I hereby accept to act in this capacity,
and agree to comply with the provision of said Act relative
to keeping open said office.



Timothy Nicholas Thomes

FILED
02 MAY 16 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA