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TALLAHASSEE, FLORIDA

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November 8, 2002

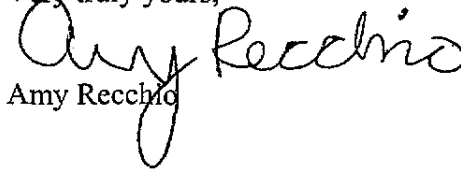
Florida Secretary of State
New Filing Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: R&R Roach Racing, Inc.

Dear Sir or Madam:

Enclosed for filing with your office are the Articles of Incorporation for the above-referenced corporation, together with a money order in the amount of \$70.00 for the filing fee.

Very truly yours,


Amy Recchio

Enclosures

**ARTICLES OF INCORPORATION OF
R & R ROACH RACING, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is R & R Roach Racing, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office and mailing address is 702 W. Virginia Avenue, Tampa, Florida 33603.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, \$.01 par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Robert G. Radney

Address

702 W. Virginia Avenue
Tampa, Florida 33603

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) director(s) to hold office until the first annual meeting of shareholders and until their successors have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name(s) and address(es) of the initial director(s) of the Corporation are:

<u>Name</u>	<u>Address</u>
Robert G. Radney	702 W. Virginia Avenue Tampa, Florida 33603
William F. Roach	15423 Lake Bella Vista Drive Tampa, Florida 33625

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

<u>Name</u>	<u>Address</u>
Robert G. Radney	702 W. Virginia Avenue Tampa, Florida 33603

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of November, 2002.



Robert G. Radney, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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.

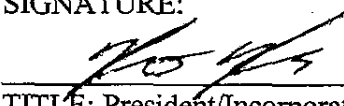
1. The name of the corporation is R & R Roach Racing, Inc.
2. The name and address of the registered agent and office are:

Robert G. Radney

702 W. Virginia Avenue
Tampa, Florida 33603

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TALLAHASSEE, FLORIDA

SIGNATURE:

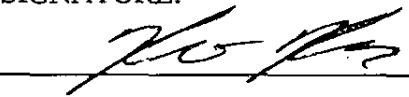


TITLE: President/Incorporator

DATE: November 6, 2002

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:



DATE: November 6, 2002