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SECRETARY OF STATE
TALLAHASSEE, FLORIDAFlorida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

r2 racing wholesale corp.

Certificate of Status	0
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ARTICLES OF INCORPORATION (PROFIT)
OF
R2 Racing Wholesale Corp.

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TALLAHASSEE, FLORIDA

Rodrigo Rodriguez, the undersigned, being of the age of eighteen (18) years or more, does hereby make and acknowledge these Articles of Incorporation under and by virtue of the laws of the State of Florida.

1. The name of the Corporation shall be: R2 Racing Wholesale Corp.
2. The number of shares the corporation is authorized to issue shall be 500 shares all of one class designated as common stock, at \$ 1.00 per value.
3. The street address and county of the initial principal office of the corporation is 8346 NW South River Drive Bay K, Medley, FL 33166- Miami-Dade County and the name of the initial registered agent at this address is: Rodrigo Rodriguez, address is: 8346 NW South River Drive Bay K Medley, FL 33166 Miami-Dade County.
4. The number of director constituting the initial board of directors shall be one director and the name and address of the person who is to serve as director until the first meeting of shareholders or until their successors are elected and qualifies are:
 - 1) Rodrigo Rodriguez, President, Vice-President, Treasurer, Secretary and the address is: 8346 NW South River Drive Bay K Medley, FL 33166
5. To the fullest extent permitted by the State of Florida Business Corporation Act as it exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable to the corporation or any of its shareholders for monetary damages for breach of duty as a director. No amendment or repeal of this Article nor the adoption of any provision of these Articles inconsistent with this Article shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.
6. The corporation elects to have preemptive rights.

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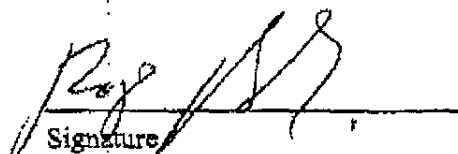
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7. All shareholders of the corporation are entitled to accumulate their votes for directors. No amendment shall be made to this Article when the number of shares voting against the proposal to amend would be sufficient to elect a director by cumulative voting and such shares are entitled to be voted cumulatively for the election of directors.

8. The name and address of the register agent/incorporator is: Rodrigo Rodríguez,
address is: 8346 NW South River Drive Bay K Medley, Fl. 33166


Signature
Rodrigo Rodriguez

December 20th 2002
Date

I agree as Register Agent to accept service of process; to keep the office open during prescribed hours; to post my name and any other officers of said corporation authorized to accept service of process at the above designated address in some conspicuous place in the office as required by law.

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