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ARTICLES OF INCORPOARTION

<u>PEWEE IN MOTION RACING, INC.</u> (Name of corporation)

THE UNDERSIGNED SUBSCRIBER (S) TO THESE ARTICLES OF INCORPORATION, NATURAL PERSON (S) COMPETENT TO CONTRACT, HERBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - CORPORATE NAME

THE NAME OF THE CORPORATION IS: PEWEE IN MOTION RACING, INC.

ADDRESS

PEWEE IN MOTION RACING, INC. 20430 SW 118TH PLACE MIAMI, FLORIDA 33177

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING TO FLORIDA LAW.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE FIVE HUNDRED SHARES (500) OF ONE DOLLAR (S) (\$1.00) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

NAME ADDRESS ANTHONY BERNARD 9032 SW 152ND STREET

CITY/STATE/ZIP MIAMI, FL. 33157

Prepared By: A Bernard Financial Services, Inc. 9032 Sw 152nd Street Miami, Florida 33157 (305) 251-4591 OZ OEC 31 PM 12: 28

ARTICLE VI - BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE THREE (3) DIRECTOR (S) 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 (1). THE NAMES AND ADDRESSES OF THE INITIAL DIRECTOR (S) OF THE CORPORATION ARE AS FOLLOWS:

NAME

EDWIN OLIVER (PRESIDENT)

ADDRESS

20430 SW 118TH PLACE

CITY/STATE/ZIP

MIAMI, FLORIDA 33177

NAME

JAMES OLIVER SNR. (DIRECTOR)

ADDRESS CITY/STATE/ZIP 20430 SW 118TH PLACE MIAMI, FLORIDA 33177

NAME

JURIE MAE OLIVER (DIRECTOR)

ADDRESS CITY/STATE/ZIP 14541 PEIRCE STREET MIAMI, FLORIDA 33176

ARTICLE VIII - INCORPORATORS

THE NAMES AND ADDRESSES OF THE PERSON (S) SIGNING THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

NAME

EDWIN OLIVER

ADDRESS

20430 SW 118TH PLACE

CITY/MIAMI/ZIP

MIAMI, FLORIDA 33177

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER (S) HAVE EXECUTED THESE ARTICLES OF INCORPORATION THE THE 20TH DAY OF DECEMBER 2002.

(SEAL)

Prepared By: A Bernard Financial Services, Inc. 9032 Sw 152nd Street Miami, Florida 33157 (305) 251-4591

STATE OF FLORIDA COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED

EDWIN OLIVER

KNOWN TO ME AND KNOWN TO BE THE PERSON (S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDED BEFORE ME THAT HE EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE AND COUNTY AFORESAID, THIS 20^{TH} DAY OF DECEMBER 2002.

(NOTARY SEAL)

Notary Public, State of Florida at large.

Anthony Bernard
MY COMMISSION # CC878985 EXPIRES
December 4, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

MY COMMISSION EXPIRES: 12/04/03

Prepared By: A Bernard Financial Services, Inc. 9032 Sw 152nd Street Miami, Florida 33157 (305) 251-4591



CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

PEWEE IN MOTION RACING, INC. (Name of corporation)

PURSUANT TO FLORIDA STATUTES SECTIONS 48.091 AND 607.034, THE FOLLOWING SUBMITTED: THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION AT

9032 SW 152nd STREET MIAMI, FL. 33157

HAS NAMED ANTHONY BERNARD LOCATED AT THE AFORESAID ADDRESS, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATIN AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF FLORIDA LAW IN KEEPING OPEN SAID OFFICE.

(Registered Agenty

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