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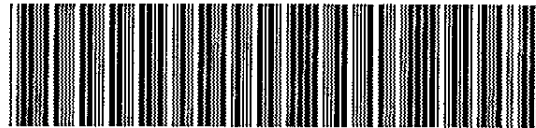
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JAN 31,2003

DIVISION OF CORPORATIONS  
P.O.BOX 6327  
TALLAHASSEE,FLORIDA 32314

DEARS SIRs.

PLEASE RECEIVE MY CORPORATE  
PAPERWORK,FILE AND RETURN 12355 SW 18 ST  
SUITE 403 MIAMI FLORIDA 33175

SINCERELY.

A handwritten signature in black ink, appearing to read 'Carlos A. Morales', written in a cursive style.

CARLOS A. MORALES.  
RACING PERFORMANCE CORP.  
12355 SW 18 ST SUITE 403  
MIAMI,FLORIDA 33175  
(305)863-8786

**ARTICLES OF INCORPORATION**

**ARTICLE I: NAME**

***RACING PERFORMANCE CORP.***

**ARTICLE II: DURATION**

***THE DURATION OF THE CORPORATION IS PERPETUAL>***

**ARTICLE III: NATURE OF BUSINESS**

***THIS CORPORATION MAY ENGAGE IS ANY ACTIVITY OF BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.***

**ARTICLE IV: CAPITAL STOCK**

***THE AGGREGATE NUMBER OF SHARES WHICH THE CORP IS AUTHORIZED TO ISSUE IS One thousand (1,000) shares each at a \$1.00 value.***

**ARTICLE V: INITIAL REGISTERED AGENT AND OFFICE**

***(PRINCIPAL OFFICE AND REGISTERED AGENT ARE THE SAME.)***

***The street address of initial registered office is:***

***RACING PERFORMANCE CORP / 12355 SW 18 ST SUITE 403 / MIAMI FL 33175***

***And said registered officer is CARLOS A. MORALES at above address.***

**ARTICLE VI: DIRECTORS**

***The number of directors may be altered from time to time by-laws adopted by the stockholders. The initial board of directors is:***

***CARLOS A. MORALES / 12355 SW 18 ST SUITE 403 / MIAMI FL 33175***

**ARTICLE VII: AMENDMENTS**

***THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER ACCORDING TO THE FLORIDA STATE LAW.***

**ARTICLE VIII: INCORPORATORS**

***THE NAMES AND POST OFFICES ADDRESSES OF THE SUBSCRIBER TO THE CERTIFICATE OF INCORPORATION AND THE NUMBER OF THE SHARES EACH AGREES TO TAKE THE VALUE OF THE CONSIDERATED PAID THEREOF.***

***CARLOS A. MORALES / 12355 SW 18 ST SUITE 403 / MIAMI FL 33175***

03 FEB -3 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE FL 32399

## **ARTICLE IX – AMENDMENTS**

**THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER ACCORDING TO FLORIDA STATE LAW.**

## **ARTICLE X – RIGHTS OF SURVIVORSHIP**

**IN THE EVENT THAT ANY MEMBERS OF THIS CORPORATION SHOULD BECOME DECEASED OR INCAPACITATED. IN ANY FASHION, AND THAT ANY LIVING AND OR LAST WILL AND TESTAMENTS DO NOT STIPULATE OTHERWISE, ANY AND ALL EQUITIES, HOLDINGS, REAL ESTATE, SHOULD BE DISTRIBUTED EQUALLY AMONG THE SHARE HOLDERS ACCORDING TO THE PERCENTAGE OF SHARES OWNED IN THIS CORPORATION. IN THE EVENT THAT ANY SHARES ARE INHERITED BY PERSONS OF MINOR AGE OR OTHERWISE INCAPACITATED, THESE SHARES SHALL BE SET UP IN A BUY SELL AGREEMENT BACKED UP BY INVESTED LIFE INSURANCE COMPENSATING THEIR FAIR MARKET VALUE.**

## **ARTICLE XI – MANAGING PARTNERS**

**THE CORPORATION RACING PERFORMANCE CORP. HAS ONLY ONE MANAGING PARTNER, CARLOS A. MORALES.**

## **ARTICLE XII – EVALUATION OF CORPORATE ASSETS**

**ALL CORPORATE ASSETS SHALL BE EVALUATED ON AN ANNUAL BASIS, AND PROPER ADJUSTMENTS WILL BE APPLIED FOR INSURED AND STOCK PURPOSES.**

## **ARTICLE XIII – MANAGING DIRECTORS INSURANCE**

**ALL MANAGING DIRECTORS INSURANCE PREMIUMS FOR THEIR RESPECTIVE EQUITY STOCK INSURANCE SHALL BE PAID BY THE CORPORATION.**

## **ARTICLE XIV – STOCKHOLDERS MEETINGS**

**STOCKHOLDERS MEETINGS SHALL BE HELD ONCE EVERY THREE MONTHS WITHIN OR OUT OF THE STATE OF FLORIDA. THESE MEETINGS SHALL BE HELD WITH THE TRANSCRIBERS PRESENT. THESE MEETINGS SHALL INCLUDE BUT NOT BE LIMITED TO, REAL ESTATE HOLDINGS, PROFITS AND LOSS STATEMENTS PREPARED FOR EACH OF THE VENTURES, BANKING AND ECONOMIC INFORMATION, STOCK EITHER PAPER OR PHYSICAL INVENTORY IN REAL MERCHANDISE, SALES REPORTS AND TAX DISCLOSURES.**

## **ARTICLE XV – PHYSICAL YEAR**

**RACING PERFORMANCE CORP. SHALL CLOSE EACH PHYSICAL YEAR ON THE THIRTY-FIRST OF DECEMBER.**

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I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT.

  
\_\_\_\_\_  
**CARLOS A. MORALES**

MY COMMISSION EXPIRES:

IN WITNESS WHEREOF, THE INCORPORATORS HAVE HEREUNTO SET THEIR RESPECTIVE HANDS AND SEALS THIS 31 JAN 2003 THE FOLLOWING HEREBY AGREES TO SERVE AS REGISTERED AGENT FOR CORPORATION PURSUANT TO THE APPLICABLE FLORIDA STATUTES.

