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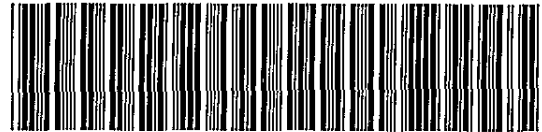
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. SMITH MAR 00 2003

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Proline Motorsports, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☒ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: TODD M. PAROLINE
Name (Printed or typed)

225 S. TROPICAL TRAIL SUITE 608
Address

MERRITT ISLAND, FL 32952
City, State & Zip

321-449-0639
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
PROLINE MOTORSPORTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is **PROLINE MOTORSPORTS, INC.** and its principal office is located at **225 South Tropical Trail, #608, Merritt Island, Florida 32952.**

Article II - Duration

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these articles are filed with the Secretary of State.

Article III - Purpose

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

Article V - Preemptive Rights

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which such stockholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Registered Office and Initial Registered Agent

The street address of the registered office of this corporation is **225 South Tropical Trail, #608, Merritt Island, Florida 32952.**

The name of the initial registered agent of this corporation at that address is **Todd M. Paroline.**

Article VII Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time pursuant to the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are: **Todd M. Paroline, President/Treasurer, 225 South Tropical Trail, #608, Merritt Island, Florida 32952; and Amy J. Paroline, Vice President/Secretary, 225 South Tropical Trail, #608, Merritt Island, Florida 32952.**

Article VIII - Incorporator

The name and address of the person signing these articles is **Todd M. Paroline, 225 South Tropical Trail, #608, Merritt Island, Florida 32952.**

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

Article X - Compensation of Directors

The stockholders of this corporation shall have the exclusive authority to fix the

compensation of directors of this corporation.

Article XI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XII - Amendment


This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

Article XIII - Acceptance of Registered Agent

Having been named to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.


Todd M. Paroline, Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this __ day of March, 2003.


Todd M. Paroline
Subscriber/Incorporator

ACKNOWLEDGMENT

**STATE OF FLORIDA
COUNTY OF BREVARD**

The foregoing Articles of Incorporation was acknowledged before me this 3rd day of **March 2003**, by **Todd M. Paroline**, who is personally known to me or who has produced DRIVERS License as identification and who did not take an oath.

Notary Public:



Marsha Q. Davis
MY COMMISSION # DD037395 EXPIRES
June 26, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

Marsha Q. Davis
Name: Marsha Q. Davis
State of Florida at Large
My Commission Expires:

(SEAL)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA