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# MARCELL FELIPE

ATTORNEYS & COUNSELORS AT LAW

888 BRICKELL AVE., 5<sup>TH</sup> FLOOR MIAMI, FL 33131 USA

TEL (305) 381-8500 FAX (305) 381-6225

E-MAIL: MFELIPE@MARCELLFELIPE.COM WEBSITE: WWW.MARCELLFELIPE.COM

April 12, 2003

Department of State Division of Corporations PO Box 5327 Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed, please find two counterparts of the Articles of Incorporation for TEAM SELCA RACING, INC. to be filed with the Division of Corporations and a check in the amount of \$78.75 to cover the following:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy	\$ 8.75
Total	\$78.75

Once filed, please mail and fax a copy of the same to our office. If you have any questions, please call me.

Sincerely,

MARCELL FELIPEA.

FILED

03 MAY 19 AM 9: 32

### ARTICLES OF INCORPORATION

SECRETARY OF STATE TALLAHASSEE, FLORIDA

OF

### TEAM SELCA RACING, INC.

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act").

### **ARTICLE I - Name**

The name of the corporation is TEAM SELCA RACING, INC.

### ARTICLE II - Principal Office

The initial principal place of business or mailing address of the Corporation shall be 210 174th Street, Suite #806, Sunny Isles, Florida 33160.

### **ARTICLE III - Term of Existence**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

### ARTICLE IV - Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business.

### ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation shall be 888 Brickell Avenue, 5<sup>th</sup> Floor, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Marcell Felipe.

### ARTICLE VI - Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. The

Corporation shall have three (3) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the first members of the board of directors are:

Name:	Title:	Address:
RUDOLPH (RUDY) G. RODRIGUEZ	President	210 174 <sup>th</sup> Street Suite #806 Sunny Isles, FL 33160
MICHAEL VAZQUEZ	Vice-President	210 174 <sup>th</sup> Street Suite #806 Sunny Isles, FL 33160
GABINO RODRIGUEZ	Secretary/Treasurer	210 174 <sup>th</sup> Street Suite #806 Sunny Isles, FL 33160

### **ARTICLE VII - Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such bylaws shall not be altered, amended or repealed by the board of directors.

## **ARTICLE VIII - Incorporator**

The name and address of the subscriber to these Articles are:

Name: Marcell Felipe, J.D.

Address:

888 Brickell Avenue

5<sup>th</sup> Floor

Miami, Florida 33131

### **ARTICLE IX**

The number of shares of stock is:

1,000

IN WITNESS WHEREC	F, the unders	igned incorpora	ator has executed thes	e Articles of
Incorporation in the City of Miar	ni, State of Fl	orida this <u>/2</u>	day of April	_, 2003.
		MARZELL:	ELIPE, Incorporator	(SEAL)
STATE OF FLORIDA	)	· /		
COUNTY OF MIAMI-DADE	)SS: )	=		
BEFORE ME, the undersigned is to me well known to be the person of and he did acknowledge before me the set forth.	lescribed in an	d who subscribe	ed the above Articles of	Incorporation,
IN WITNESS WHEREOF, I Florida this 12 day of April	have hereunto , 2003.	set my hand and	l official seal in Miami-	Dade County,
AMELIA M. LO MY COMMISSION # EXPIRES: Novemb	DD 069433 er 1, 2005	Printed Name Notary Public My Commiss	c, State of Florida	

# CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

TEAM SELCA RACING, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida has named Marcell Felipe, J.D., located at 888 Brickell Avenue, 5<sup>th</sup> Floor, Miami, Florida 33131 as its agent to accept service of process within Florida.

(SEA)

Incorporator

Dated: 04//2 ,2003

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ARCELL RELIPE ID

Registered Agent

Dated: 04//2 \_\_\_\_\_,2003

(SEAL)