

MAY 29 2003 5:50PM

JOHN L. TOMLINSON, CPA

954 771-9336

Division of Corporations

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**P03000058973**

**Florida Department of State**

**Division of Corporations**

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Phone : (954) 771-9336

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 MAY 30 AM 8:25

**FLORIDA PROFIT CORPORATION OR P.A.**

**Pole Position Holdings, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	01
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MAY 29 2003 5:50PM

JOHN L. TOMLINSON, CPA

954-771-9336

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TALLAHASSEE, FLORIDA  
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**Articles of Incorporation**

ARTICLE I - NAME

The name of this corporation is Pole Position Holdings, Inc.

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 500 NW 62<sup>nd</sup> Street, Suite 455 Fort Lauderdale, FL 33309.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 500 NW 62<sup>nd</sup> Street, Suite 455, Fort Lauderdale, FL 33309 and the name of the initial registered agent of this corporation at this address is John L. Tomlinson.

Prepared by John L. Tomlinson, CPA, PA  
500 NW 62<sup>nd</sup> Street, Suite 455  
Fort Lauderdale, FL 33309

phone 954-771-9336

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ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the by-laws. The names and addresses of the of the initial Board of Directors of this corporation are

<u>Name</u>	<u>Address</u>
Lorenzo Rusin	500 NW 62 <sup>nd</sup> Street; Suite 455 Fort Lauderdale, FL 33309

ARTICLE IX - INCORPORATORS

The name and address of each person signing these Articles is:

<u>Name</u>	<u>Address</u>
John L. Tomlinson	500 NW 62 <sup>nd</sup> Street, Suite 455 Fort Lauderdale, FL 33309

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by a majority vote of the stockholders at a meeting called therefor.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29 day of May, 2003.

\_\_\_\_\_  
John L. Tomlinson

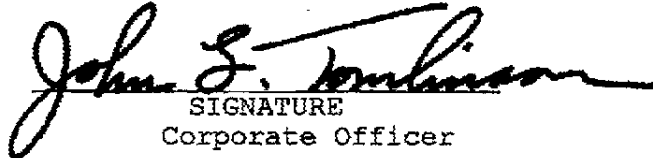
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED

THAT Pole Position Holdings, Inc. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF FT. LAUDERDALE, STATE OF FLORIDA, HAS NAMED John L. Tomlinson, 500 NW 62<sup>nd</sup> Street, Suite 455 Fort Lauderdale, FL 33309 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

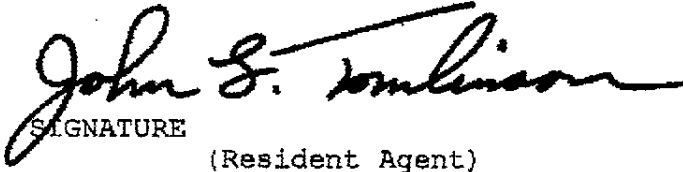
  
SIGNATURE  
Corporate Officer

TITLE Treasurer

DATE

5/29/03

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent

  
SIGNATURE  
(Resident Agent)

DATE

5/29/03

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