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(Requestor's Name)	_
Reynaldo A. Polo 12525 SW 128 Street, Suite B Miami, FL 33186	
(City/State/Zip/Phone #)	_
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RPM MOTORSPORT OF MIAMI, INC.

12525 SW 128 Street unit 102 Miami, FL 33186 (305) 2325680 (305) 2325682 r1ncer305@aol.com

May 13, 2004

Florida Department of State Division of Corporation Att: Mr. Tim Burch 409 East GAines Street Tallahassee, FL 32399

Dear Mr. Tim Burch,

Enclosed you will find copies of the Articles of Incorporation in which we are amending the name of the corporation. If you should require further information please do not hesitate to contact me.

Sincerely,

Reynaldo Polo President



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

May 4, 2004

RAYNALDO A. POLO 12525 SW 128 STREET STE B MIAMI, FL 33186

SUBJECT: RPM MOTORSPORT, INC.

Ref. Number: W04000017191

We have received your document for RPM MOTORSPORT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch Document Specialist New Filings Section

Letter Number: 404A00030459

ARTICLES OF INCORPORATION

OF

RPM MOTORSPORT OF MIAMI, INC.

ARTICLE I

CORPORATE NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Corporation and its principal place of business and/or mailing address:

RPM MOTORSPORT OF MIAMI, INC. 12525 SW 128 STREET, SUITE B MIAMI, FLORIDA 33186

ARTICLE II

CORPORATE EXISTENCE

The existence of the Corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Corporation by the Department of State.

ARTICLE III

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue a maximum of FIVE HUNDRED (500) shares of stock. The shares of stock authorized shall be common stock having a par value of ONE DOLLAR and no/100's (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

SECRETARY OF STATE
TALL AHASSEF, FI COIDA

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ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

12525 SW 128 STREET, SUITE B MIAMI, FLORIDA 33186

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased of diminished from time to time by the by-laws but shall never less than one. The names and addresses of the initial directors of the Corporation are

NAME	ADDRESS
Reynaldo A. Polo, President	12525 SW 128 Street, Suite B Miami, Florida 33186
Ricardo E. Polo, Vice-President	12525 SW 128 Street, Suite B Miami, Florida 33186

The member of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VII

INCORPORATORS

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

<u>INCORPORATOR</u> <u>ADDRESS</u>

BY A B # ED

Reynaldo A. Polo, President 12525 SW 128 Street, Suite B

Miami, Florida 33186

The undersigned, being the original subscriber to these Articles of Incorporation, for the purposes of forming a coproation for proft and to do business both within and without the State of Florka, does herebymake, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein state are true and accordingly, has hereunto set his hand and seal this 28th day of April, 2004.

Reynaldo A. Polo, President

STATE OF FLORIDA

)) SS:

COUNTY OF DADE

BE IT REMEMBERED, that on this day before me, a Notary Public duly authorized in the State of Florida, County of Dade, to take acknowledgements, personally appeared REYNLDO A. POLO, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 28th day of April, 2004.



Notary Public, State of Florida

My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED AGENT FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates REYNA POLO as its Registered Agent to accept service of process within this State.

The undersigned hereby accepts the foregoing designation as Registered Agent for service of process within the State of Florida, and agrees to comply with the provisions of law application to said designation.

REYNALDO A) POLO

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