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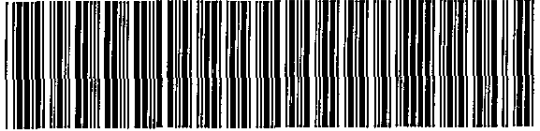
(Business Entity Name)

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Boss Motorsport, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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Requested by: *WL* *12/9* *11:00*
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ARTICLES OF INCORPORATION
OF
Boss Motorsport, Inc.

ARTICLE I - NAME.

The name of this corporation is Boss Motorsport, Inc.

ARTICLE II - DURATION.

This corporation is to have perpetual existence beginning with the date of subscription and acknowledgment of these Articles of Incorporation which is December 7, 2005.

ARTICLE III - PURPOSE.

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

ARTICLE IV - CAPITAL STOCK.

This corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value per share.

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ARTICLE V - PREEMPTIVE RIGHTS.

After the initial issue of common stock by this corporation, every shareholder, upon the sale for cash or other property, whether tangible or intangible or for labor or services actually performed for the corporation (the consideration) of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro-rata share of the stock of this corporation (as nearly as may be done without issuance of fractional shares) at the cash price determined by the Board of Directors at which time the stock would be issued to others for the consideration to be given by the other.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is 318 South Powerline Road, Deerfield Beach, Florida 33442 and the name of the corporations initial registered agent is Kenneth Suhandron.

ARTICLE VII - PRINCIPAL OFFICE.

The corporation's principal office and mailing address is:

18763 Long Lake Drive
Boca Raton, Florida
33496

ARTICLE VIII- FIRST BOARD OF DIRECTORS.

This corporation first Board of Directors shall consist of one Director. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one. The name and address of the initial Director of this corporation is:

John Mattera
18763 Long Lake Drive
Boca Raton, Florida
33496

ARTICLE IX - INCORPORATOR.

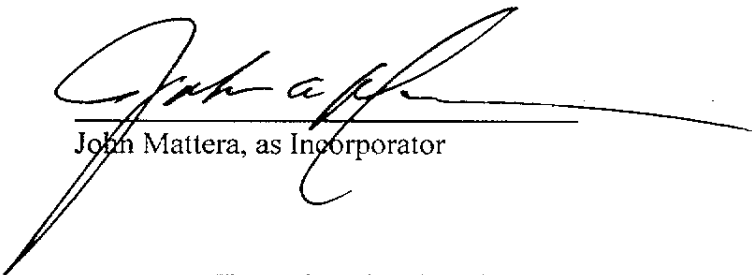
The name and address of the person signing these articles of incorporation is:

John Mattera
18763 Long Lake Drive
Boca Raton, Florida
33496

ARTICLE X - CUMULATIVE VOTING.


At each election for Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of shares, or by distributing such votes on the same principal among any number of such candidates.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on December 7, 2005.


John Mattera, as Incorporator

Kenneth Suhandron hereby accepts his designation as the Registered Agent of Boss Motorsport, Inc. and hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties as Registered Agent.

Executed on December 7th, 2005.


Kenneth Suhandron, as Registered Agent

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