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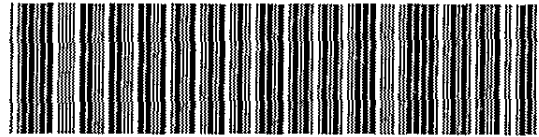
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. WHITE MAR 15 2007

Law Offices  
**N. SANDY KONIGSBERG, P.A.**  
1857 Cross Green Way  
Orange Park, Florida 32003

N. SANDY KONIGSBERG  
MEMBER NEW YORK & FLORIDA BARS

TEL: (904) 269-6227

March 8, 2007

**FLORIDA DEPARTMENT OF STATE**  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Articles of Incorporation – Scale Motorsport, Inc.**

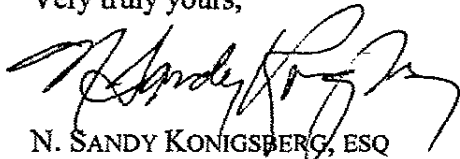
To Whom It May Concern:

Enclosed please find the Articles of Incorporation for the above-referenced corporation for filing with the Secretary of State.

Also enclosed is a check in the amount of \$78.75 covering the cost of filing fees. I would appreciate your sending a certified copy of the filed Articles of Incorporation for **Scale Motorsport, Inc.**, to the undersigned at your earliest convenience.

In the event you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,



N. SANDY KONIGSBERG, ESQ

**Enclosures**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**- OF -**

**Scale Motorsport, Inc.**

THE UNDERSIGNED subscriber(s) to these Articles of Incorporation, each a natural person, competent to contract, hereby associates themselves together to form a corporation for profit under the laws of the State of Florida; and further does agree to the following conditions of said corporation:

**ARTICLE I  
NAME**

Scale Motorsport, Inc.

**ARTICLE II  
NATURE OF BUSINESS**

This corporation is organized for the following purpose or purposes: hobby product sales and transactions allowable under any and all applicable state and federal laws and all things related hereto and for the purpose of transacting any and all lawful business.

**ARTICLE III  
CAPITAL STOCK**

This corporation is authorized to issue a maximum of 100 shares of stock. The shares of stock authorized shall be common stock, having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

**ARTICLE IV  
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The corporation's initial registered agent and registered office in the State of Florida shall be N. SANDY KONIGSBERG, ESQ., 1857 Cross Green Way, Orange Park, Florida 32003.

**ARTICLE V  
INITIAL BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by the By-Laws adopted by the Stockholders. However, the corporation shall have no less than two (2) directors at any time. The name and office address of each member of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Matthew Wells	7 Bootleggers Alley Shelter Island, New York 11964
Leah Lipsich	7 Bootleggers Alley Shelter Island, New York 11964

The member of the first Board of Directors shall hold office until the first annual meeting of the stockholders of the corporation.

#### **ARTICLE VI INITIAL CORPORATE ADDRESS**

The initial street address of the corporation is 1857 Cross Green Way, Orange Park, Florida 32003

#### **ARTICLE VII INCORPORATOR**

The name and post office address of each incorporator executing these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
N. Sandy Konigsberg	1857 Cross Green Way Orange Park, Florida 32003

#### **ARTICLE VIII AMENDMENTS**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE IX COMMENCEMENT DATE**

Corporation existence will commence on the date the Articles of Incorporation are filed with the Secretary of State of the State of Florida.

#### **ARTICLE X TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE XI  
PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash 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 thereof at the price at which it is offered to others.

**ARTICLE XII  
SPECIAL PROVISION**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

THE UNDERSIGNED Incorporator for the purpose of forming a corporation to do business within the State of Florida does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein contained are stated true.

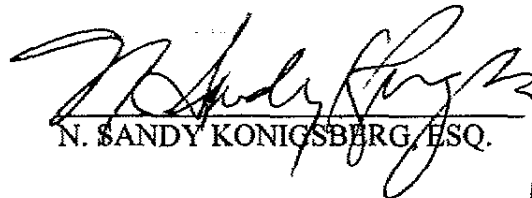
  
N. SANDY KONIGSBERG, ESQ.

**CERTIFICATE DESIGNATING REGISTERED AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapter 48.091, Florida Statutes, the undersigned hereby designates N. Sandy Konigsberg, whose address is 1857 Cross Green Way, Orange Park, Florida 32003 as its registered agent to accept service of process within the State.

  
N. SANDY KONIGSBERG, ESQ.

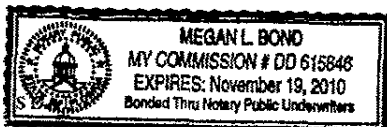
The undersigned hereby accepts the foregoing designation as registered agent for service of process with the State of Florida and agrees to comply with the provisions of the law applicable to said designation.

  
N. SANDY KONIGSBERG, ESQ.

STATE OF FLORIDA )  
COUNTY OF CLAY )

BE IT REMEMBERED, that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared N. SANDY KONIGSBERG, to me known to be the person described in as Incorporator in the foregoing Articles of Incorporation and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS MY HAND and official seal at Coral Springs, Florida this 12 day of March, 2007.



  
NOTARY PUBLIC  
STATE OF FLORIDA

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TALLAHASSEE, FLORIDA