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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

147

LAW OFFICE OF  
**DAVIS, MARLOWE & GREY**  
A Partnership of Professional Associations

Gary L. Davis  
Russell G. Marlowe  
Frank I. Grey

**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

**SUBJECT:** Topline Motor Sports, Inc.

**FROM:**

Gary L. Davis  
Davis Marlowe & Grey  
9020 Rancho Del Rio Drive  
Suite 101  
New Port Richey, Florida 34655

For further information concerning this matter, please call Gary L. Davis at (727) 376-3330.

Enclosed are an original and two (2) copies of the Articles of Incorporation and a check for:

\$87.50 for Filing Fee, Certificate of Status & Certified Copy.

**ARTICLES OF INCORPORATION  
OF  
TOPLINE MOTOR SPORTS, INC.**

**FILED**

**08 JAN 14 AM 10:38**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

**EFFECTIVE DATE** 1-7-2008

The name of the Corporation is: Toplevel Motor Sports, Inc..

**ARTICLE II**

The existence of the Corporation shall begin on: January 7, 2008.

**ARTICLE III**

The street address of the principal office of the Corporation is: 14737 U.S. 19, Hudson, Florida 34667.

**ARTICLE IV**

The maximum number of shares this Corporation is authorized to issue is 3000, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE V**

The initial street address of the Corporation's registered office is: 9020 Rancho Del Rio Drive, Suite 101, New Port Richey, Florida, 34655. The initial registered agent for the Corporation at that address is: Gary L. Davis.

**ARTICLE VI**

The initial board of directors shall consist of three members. This number may be increased or decreased from time to time in accordance with the Corporations's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Names

Addresses

Robert Waters

13633 Britton Drive  
Hudson, Florida 34667

Joan Waters

13633 Britton Drive  
Hudson, Florida 34667

Cheryl Waters

13633 Britton Drive  
Hudson, Florida 34667

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### ARTICLE VII

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

Name

Address

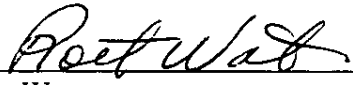
Robert Waters

13633 Britton Drive  
Hudson, FL 34667

### ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

The undersigned incorporator has executed these articles of incorporation.

  
\_\_\_\_\_  
Robert Waters  
Incorporator

11/11/08  
Date

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Topline Motor Sports, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.

  
\_\_\_\_\_  
Gary L. Davis  
Registered Agent

11/11/2008  
Date