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To:
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FLORIDA PROFIT/NON PROFIT CORPORATION

exquisite motorsports, inc.

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ARTICLES OF INCORPORATION OF
EXQUISITE MOTORSPORTS, INC.

ARTICLE I - NAME

The name of this Corporation is
EXQUISITE MOTORSPORTS, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This Corporation is organized for the transaction of any and all lawful purpose.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue five hundred shares of
\$1.00 par value, which said shares, shall be designated as "Common Shares"

ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address of the initial registered and principal office
of the Corporation is:

7700 N. KENDALL DRIVE SUITE 606
MIAMI, FL 33156

The name of the initial Registered Agent of this

Corporation is:

ANDREW M. FISH

MICHAEL K. FISH C.P.A.
7700 NORTH KENDALL DRIVE #606
MIAMI, FL. 33156

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) initial director. The number of directors may increase from time to time by the By-laws but shall never be less Than one (1). The name and address' of the initial director of this Corporation is:

ANDREW M. FISH
7700 N. KENDALL DRIVE SUITE 606
MIAMI, FL 33156

ARTICLE VII - INCORPORATOR

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

ANDREW M. FISH
7700 N. KENDALL DRIVE SUITE 606
MIAMI, FL 33156

ARTICLE VIII

This Corporation shall have all of the corporate powers
enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal
any provisions contained in these Articles of Incorporation, and
amendment thereof, and any right conferred upon the shareholders
herein to this reservation.

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ARTICLE X - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscriber has executed These Articles of Incorporation this ____ day of September, 2008.



ANDREW M. FISH

ACKNOWLEDGEMENT:

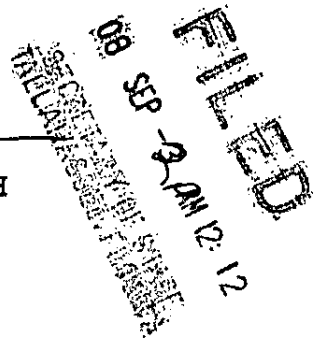
Having been named as Registered Agent to accept service of process for the above-stated Corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any amendments thereto, and to comply with the Provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand on this ____ day of September, 2008.



ANDREW M. FISH

Registered Agent



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