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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P20720

1. Corporation Name

AMERICAN RACING EQUIPMENT, INC.



Principal Place of Business 19067 REYES AVE. RANCHO DOMINGUEZ CA 90221	Mailing Address 100 CORPORATE CENTRE DRIVE SUITE 300 FRANKLIN TN 37067 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 19067 S. Reyes Avenue Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29		3. Date Incorporated or Qualified 08/31/1988	
4. FEI Number 34-1566406		Applied For Not Applicable		5. Certificate of Status Desired <input type="checkbox"/> \$8.75-Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees		7. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM  
1200 S. PINE ISLAND ROAD  
PLANTATION FL 33324

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P STEADMAN, J. H. 133 5TH STREET SEAL BEACH CA 90740 <input checked="" type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	P R.C. Hange 1 Park Newport, Bldg. 1202, Apt. 308 Newport Beach, CA 92660 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VS HILL, THOMAS L. 347 SAYER RD BARTLETT IL <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP HAWKS, E. 100 GALLERIA OFFICENTRE, SUITE 129 SOUTHFIELD MI <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP PRUDEN, R. 19915 MILDRED AVE TORRANCE CA <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS MINOGUE, J.F. 901 STUART LANE BRENTWOOD TN <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE REQUIRED: J. Minogue, Asst. Secy. 3/30/99  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

(615) 771-5700

CR2E034 (1/1/98)

0583793

AMERICAN RACING EQUIPMENT, INC.

Revised: 3/1/99

OFFICERS

R.C. Hange	President	1 Park Newport Bldg. 1202, Apt. 308 Newport Beach, CA 92660
T.L. Hill SS# 324-38-7394	Corporate V.P./Treasurer/ Secretary	347 Sayer Road Bartlett, IL 60103 (708) 830-3267
E. Hawks	Vice President, OEM Sales	100 Galleria Officentre Suite 129 Southfield, MI 48034 (810) 352-3548
R. Pruden SS# 561-02-7639	Vice President, Sales/ Marketing	19915 Mildred Avenue Torrance, CA 90503 (310) 793-8991
J.F. Minogue SS# 069-34-2862	Assistant Secretary	901 Stuart Lane Brentwood, TN 37027 (615) 377-1932
R.E. Darnell SS# 432-04-4601	Assistant Secretary	512 Cherrywood Point Franklin, TN 37064 (615) 791-0402
D.L. Kennedy SS# 451-82-5336	Assistance Treasurer	310 Lynwood Blvd. Nashville, TN 37205

DIRECTORS

R.C. Hange	1 Park Newport Bldg. 1202, Apt. 308 Newport Beach, CA 92660
R.T. Rowe SS# 293-56-5193	6324 Waterford Drive Brentwood, TN 37027 (615) 371-9914
W.H. Brooks	1608 Knox Court Brentwood, TN 37027