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ATTORNEY AT LAW

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PHONE (813) 577-7077
5751

January 3, 1995

State of Florida
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32399

RE: HI-FI RACING, INC.

Dear Sir or Madam:

Enclosed herewith for filing is the original and one copy of the Articles of Incorporation for the above referenced client together with a check in the amount of \$122.50 covering the following:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Designation	<u>\$35.00</u>
TOTAL	\$122.50

Please return the certified copy to my office after filing.

Yours truly,

R. S. Tucker

R. S. Tucker

RST:ejs

Enclosures: As above referenced.

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TALLAH

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ARTICLES OF INCORPORATION
OF
HI-FI RACING, INC.

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SECRET
TALLAHASSEE, FLA.

ARTICLE I
Name

The name of this corporation is HI-FI RACING, INC.

The principal office of the corporation is at 14176 Fennsbury Drive, Tampa, Florida 33624.

ARTICLE II
Duration

This Corporation shall exist perpetually unless dissolved according to law, commencing on the date of filing with the Secretary of State.

ARTICLE III
Purpose

The nature of this business and the objects and purposes to be transacted, promoted, or carried on by the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Corporation Law of Florida.

ARTICLE IV
Capital Stock

This Corporation is authorized to issue 10,000 shares of ten cents (.10 cents) par value common stock, all of which shall have the same rights and privileges.

Each share of common stock shall entitle the holder thereof to one (1) vote at any stockholders meeting and otherwise to participate in all such meetings and in the assets of the corporation, and such shares shall be fully paid and non-assessable. They shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to full par value of such shares. They may be paid for in lawful money of the United State of America, or in property, labor or services. In the absence of fraud, the judgment of the Directors, as to the value of property or services received in consideration for the issuance of stock shall be conclusive and binding upon all persons whomsoever.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 14176 Fennsbury Drive, Tampa, Florida 33624, and the name of the initial registered agent of this corporation at that address is GEORGE ROBERT ASHBURN.

ARTICLE VI
Directors

This corporation shall have one (1) director initially. The number of Directors may be increased or decreased from time to time by by-laws adopted by the stockholders, but shall never be less than

one (1). Vacancies on the Board of Directors may be filled at any special meeting of the stockholders or at any meeting of the Directors. Directors need not be stockholders of the corporation. They shall hold office after their election for a period on one (1) year, or until their successors are duly elected and qualified, subject to their removal by the stockholders at any time with or without cause. The Board of Directors shall have complete charge of the business of the corporation and shall have power to elect committees of the Board and to delegate to them, as well as to the officers of the corporation, such powers in the conduct of the corporation's business as may be deemed advisable. The Board of Directors shall elect the officers of the corporation who shall consist of a President, Secretary and Treasurer and such other officers as the Board of Directors may deem advisable and shall determine the compensation of such officers, including those who may also be Directors. None of these officers are required to be stockholders of the corporation. All such officers shall have rank, tenure of office, powers and duties as may be prescribed by the by-laws or the Directors by appropriate resolution.

The Board of Directors shall have full power to specify the conditions upon which stock certificates shall be issued and to replace lost or destroyed certificates by a new issue.

ARTICLE VII
Initial Board of Directors

The name and address of the initial Director of this Corporation is:

GEORGE ROBERT ASHBURN	14176 Fennsbury Drive
	Tampa, Florida 33624

ARTICLE VIII
Incorporators

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

GEORGE ROBERT ASHBURN	14176 Fennsbury Drive
	Tampa, Florida 33624

ARTICLE IX
Special Provisions

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is or are a director or directors or officer or officers of such other corporation, and no contract or other transaction between the corporation and any other person or firm shall be affected or invalidated by the fact that any one or more Directors of this corporation is a party to, or are parties to, or interested in such contract or transaction; provided that in each such case the nature and extent of the interest of such Director or

Directors in such contract or other transaction or the fact that such Director or Directors is or are a Director or directors or officer or officers of such other corporation is disclosed at the meeting of the Board of Directors at which such contract or other transaction is authorized.

ARTICLE X
Indemnification

This corporation shall indemnify every Director or Officer, his heirs, personal representatives and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be a party by reason of his being or having been a Director or officer of the corporation or at its request of any other corporation of which he is a stockholder or creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall finally be adjudged in such action, suit proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he may be entitled.

IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation this 3rd day of JANUARY,
1995.

George Robert Ashburn
GEORGE ROBERT ASHBURN, Incorporator

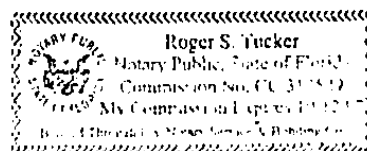
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a notary public authorized to take acknowledgements
in the State and County set forth above, personally appeared GEORGE
ROBERT ASHBURN, known to be and known by me to be the person who
executed the foregoing Articles of Incorporation, and he
acknowledged before me that he executed those Articles of
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal in the State and County aforesaid, this 3 day of

January 3, 1995.

Roger S. Tucker
Notary Public, State of Florida
My Commission Expires:



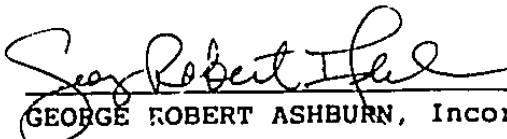
CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

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SEC. 1
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In compliance with sections 48.091 and 617.034, Florida
Statutes, the following is submitted:

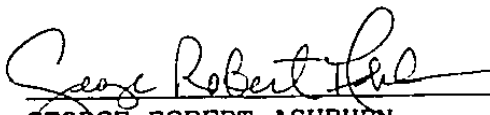
FIRST that HI-FI RACING, INC. desiring to organize or qualify
under the laws of the State of Florida, with its registered office
at the City of Tampa, County of Hillsborough, State of Florida, has
named GEORGE ROBERT ASHBURN, located at 14176 Fennsbury Drive,
Tampa, Florida 33624, in the County of Hillsborough, as its
registered agent to accept Service of Process within this state.
The registered office to this Foundation is the street address shown
above.

Dated: JAN 3, 1995



GEORGE ROBERT ASHBURN, Incorporator

Having been named to accept service of process for the above
named corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper
performance of my duties.



GEORGE ROBERT ASHBURN,
Registered Agent