

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

P95000006412

PHONE ()

Service: Top Priority Regular
 One Day Service Two Day Service

To us via Return via

Mailor No : Express Mail No.

State Fee \$ Our \$

RE: Mega Racing Products, Inc

	C.C. FEE.	DISBURSED
Capital Expense		
Art. of Inc. File		
Corp. Record Search		
Art. of Amend. File		
Design Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		
SUBTOTALS		

FEE.....	
DISBURSED.....	
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	<u>PAK</u>		

WALK-IN Will Pick Up 1:25 11/22

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
MEGA RACING PRODUCTS, INC.

FILED
JAN 25 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The Name of this corporation is:

MEGA RACING PRODUCTS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of ONE AND 00/100 Dollar par value common stock, which shall be designated "Common Share", fully paid and non-assessable, all of which shall be common stock, and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold, or transferred only in accordance with the By-Laws of the corporation as the corporation may from time to time make, with a lien at all times reserving in favor of the corporation for any indebtedness which may be due at any time by the holders of same to the corporation, and such lien shall be superior to all liens of any character, and all assignments and transfers of stock of this corporation shall be subject thereto.

ARTICLE V - 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL PLACE OF BUSINESS

The name of the initial registered agent of this corporation is GARY V. SMITH, ESQUIRE, and the street address of the initial registered agent of this corporation is 1230 NW SEVENTH STREET, MIAMI, FLORIDA 33125. The initial principal place of business and mailing address of the corporation is 18840 NORTH GOLDEN HAWK TRAIL, JUPITER, FL 33458.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two Director(s) initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one. The name and address of each initial Director of this corporation is:

Name

Address

BRIAN FELL
MARIE MCGILVARY

1441 NORTH PALM AVENUE, PEMBROKE PINES, FL 33026
18840 NORTH GOLDEN HAWK TRAIL, JUPITER FL 33458

ARTICLE VIII - INCORPORATOR

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

Name

Address

BRIAN FELL
MARIE MCGILVARY

1441 NORTH PALM AVENUE, PEMBROKE PINES, FL 33026
18840 NORTH GOLDEN HAWK TRAIL, JUPITER FL 33458

ARTICLE IX - BY LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special Meetings of Shareholders may be called by anyone of the persons or groups below:

- A) The Board of Directors.
- B) The Holders of not less than one-tenth of all the share entitled to vote at the meeting.
- C) Such other persons or groups as may be authorized in the Articles of Incorporation or the By-Laws.

ARTICLE XII - SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at the meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

ARTICLE XIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not approval is required by law.

ARTICLE XIV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as follows:

- A) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- B) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- C) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

- D) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141.
- E) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals or direct or indirect obligations of the United States or of any other government, State, territory, governmental district or municipality, or of any instrumentality thereof.
- F) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- G) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- H) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this Act within or without this State.
- I) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- J) To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the Laws of this State, for the administration and regulation of the affairs of the corporation.
- K) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- L) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- M) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all of its directors, officers and employees of its subsidiaries.
- N) To be a promoter, incorporator, partner, member, associate, or manager of the corporation, partnership, joint venture, trust, or other enterprise.
- O) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE XV - DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum for a meeting of Directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

ARTICLE XVI - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XVII - ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by unanimous written consent as provided by law.


ARTICLE XVIII - INDEMNIFICATION

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

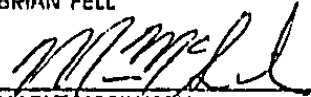
ARTICLE XIX - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned executed the foregoing Articles of Incorporation this 15 day of JANUARY, 1995.



BRIAN FELL

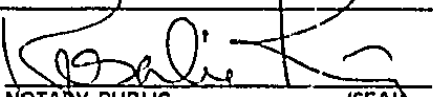


MARIE MCGILVARY

STATE OF FLORIDA
COUNTY OF Seminole

The foregoing instrument was sworn to and subscribed before me in the County and State last aforesaid, this ____ day of JANUARY, 1995, by BRIAN FELL and MARIE MCGILVARY who personally appeared before me at the time of notarization and who is personally known to me or who has produced (type of identification) _____ as identification.

My Commission Expires:
MY COMMISSION EXPIRES NOV 4, 1997
BONDED THRU GENERAL INSURANCE
D:\WPDATA\DATA\CORPS\95006.ART



NOTARY PUBLIC (SEAL)
(print name) ROSALIA KING

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

FILED
95 JAN 25 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT **BRIAN FELL**, WHOSE ADDRESS IS 1441 NORTH PALM AVENUE, PEMBROKE PINES, FL 33026 AND **MARIE MCGILVARY** 18840 NORTH GOLDEN HAWK TRAIL, JUPITER FL 33458, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS AT CITY OF PEMBROKE PINES, STATE OF FLORIDA, HAVE NAMED GARY V. SMITH, ESQUIRE, LOCATED AT 1230 NW SEVENTH STREET, MIAMI, FLORIDA 33125, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

MEGA RACING PRODUCTS, INC.

BY: 

BRIAN FELL

TITLE: PRESIDENT

DATE: JANUARY 15, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNED 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 AND COMPLETE PERFORMANCE OF MY DUTIES.

BY: 

GARY V. SMITH

DATE: JANUARY 15, 1995