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95 JAN 26 PM 3:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

January 9, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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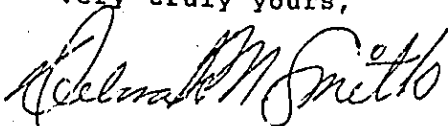
Re: Race Art, Inc.

Gentlemen:

Enclosed please find the original and one copy of the articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Deborah M. Smith

FROM EDWARD - DEBORAH SMITH

119 LAGOON CT

NEW SMYRNA BEACH, FL 32169

1-31

ARTICLES OF INCORPORATION

of

RACE ART INCORPORATED
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

RACE ART INCORPORATED

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue TEN THOUSAND shares (10,000) of ONE DOLLAR Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>DEBORAH M. SMITH</u>		
ADDRESS	<u>119 LAGOON CT.</u>		
CITY	<u>NEW SMYRNA BEACH,</u>	FLORIDA	ZIP <u>32169</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>RACE ART INC.</u>		
ADDRESS	<u>699 N. DIXIE FREEWAY Box 115</u>		
CITY	<u>NEW SMYRNA BEACH,</u>	FLORIDA	ZIP <u>32168</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>DEBORAH M. SMITH</u>		
ADDRESS	<u>119 LAGOON CT</u>		
CITY	<u>NEW SMYRNA BEACH,</u>	STATE	ZIP <u>32169</u>
NAME	<u>EDWARD W. SMITH</u>		
ADDRESS	<u>119 LAGOON CT</u>		
CITY	<u>NEW SMYRNA BEACH,</u>	STATE	ZIP <u>32169</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	DEBORAH M. SMITH		
ADDRESS	119 LAGOON CT.		
CITY	NEW SMYRNA BEACH,	STATE	ZIP 32169
NAME	EDWARD W. SMITH		
ADDRESS	119 LAGOON CT.		
CITY	NEW SMYRNA BEACH,	STATE	ZIP 32169
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 9TH day of JANUARY, 19 95.

Deborah M. Smith (Seal)
Edward W. Smith (Seal)
 _____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

RACE ART INCORPORATED
(name of corporation)

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Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 119 LAGOON CT.
NEW SMYRNA BEACH, FL 32169

has named DEBORAH M. SMITH
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Deborah M. Smith
(registered agent)