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STATE OF FLORIDA SUITE 2308  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THE RACE IS ON, INC.  
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1-31-95

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ARTICLES OF INCORPORATION

OF

THE RACE IS ON, INC.

EFFECTIVE DATE

1-31-95

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The name of the corporation (hereinafter called the "Corporation") is The Race is On, Inc.

**SECOND:** The principal office of the Corporation shall be located at 3495 North Dixie Highway, Oakland Park, Florida 33334. The mailing address of the Corporation is 3495 North Dixie Highway, Oakland Park, Florida 33334.

**THIRD:** The aggregate number of shares which the Corporation shall have authority to issue is 100, all of which are of a par value of \$0.01 each and are of the same class and are to be common shares.

**FOURTH:** No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

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PREPARED BY: Kipnis Tescher Lippman Valinsk & Kain

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One Financial Plaza, Suite 2308

Fort Lauderdale, FL 33394

(305) 467-1964

Steven N. Lippman Bar NO. 709638

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TEL: 305-467-2264

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**FIFTH:** The number of directors constituting the initial Board of Directors of the Corporation is one which may be increased or decreased by the bylaws.

The name and address of the person who is to serve as the member of the initial Board of Directors of the Corporation is as follows:

**NAME**

**ADDRESS**

Mac Granek

3495 North Dixie Highway  
Oakland Park, Florida 33334

**SIXTH:** The address of the initial registered agent of the Corporation in the State of Florida is 3495 North Dixie Highway, Oakland Park, Florida 33334 and the name of the initial registered agent of the Corporation at such address is Mac Granek.

**SEVENTH:** The name and address of the incorporator is:

**NAME**

**ADDRESS**

Mac Granek

3495 North Dixie Highway  
Oakland Park, Florida 33334

**EIGHTH:** The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**NINTH:** The corporate existence of the Corporation shall commence as of the date and time upon which the incorporator named in these Articles of Incorporation shall have subscribed the same.

**TENTH:** The Corporation shall adopt a plan pursuant to section 1244 of the Internal Revenue Code to offer shares of

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common stock for sale so that any loss sustained by a stockholder on the sale or exchange of stock of the Corporation may qualify for ordinary loss deduction treatment on the stockholders personal income tax return.

Signed on January 31, 1995.

Mac Granek  
Mac Granek, Incorporator

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

Mac Granek  
Mac Granek

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PREPARED BY: Kipnie Tescher Lippman Valinsky & Kain  
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