

P950000 11869

PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 700000
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: RACE WINNERS, INC.
FAX AUDIT NUMBER: H95000001729 CURRENT STATUS: REQUESTED
DATE REQUESTED: 02/10/1998 TIME REQUESTED: 16:13:28
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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TALLAHASSEE, FLORIDA

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CIVIL

**ARTICLES OF INCORPORATION
OF
RACE WINNERS, INC.**

THE UNDERSIGNED has executed the following pursuant to the Florida Business Corporation Act as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida and each adopts the following:

ARTICLE I - CORPORATE NAME

The name of the corporation shall be RACE WINNERS, INC.

ARTICLE II - TERM OF EXISTENCE

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - CORPORATE ADDRESS

The principal place of business and mailing address of this corporation shall be:

777 Brickell Avenue, Suite 1114, Miami, Florida 33131

ARTICLE IV - NATURE OF BUSINESS AND POWERS

This corporation shall conduct the business of purchasing, selling, remanufacturing and assembly of boat and automobile racing engines and related activities, as well as any other lawful activity necessary to be conducted in order to carry out the business in accordance with Florida corporation law. It shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds, and all other negotiable papers to hold, bind, and sell stock of other corporations, secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and to secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary and incidental to the powers herein specifically designated and any such power designated and expressed in the laws of the State of Florida, Statute 607.011.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000 shares, having no par value.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall only be one (1) class of stock of this corporation.

STEPHEN G. MURTY, ESQ.
777 BRICKELL AVE. # 1114
Miami, FL 33131
(305) 373-6400
FBN. 351717

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ARTICLE VI - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The name and address of the initial registered agent of this corporation shall be:

STEPHEN G. MURTY, ESQUIRE
MURTY & TOME, P.A.
777 BRICKELL AVENUE, SUITE 1114
MIAMI, FLORIDA 33131

ARTICLE VII - INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

STEPHEN G. MURTY, ESQ
777 Brickell Avenue, Suite 1114
Miami, Florida 33131.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this
9 day of February 1995.

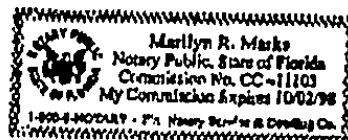

STEPHEN G. MURTY, ESQUIRE
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me, the undersigned authority, this 9 day of February, 1995, by STEPHEN G. MURTY, ESQUIRE who is personally known to me or has produced _____ [type of identification] as identification.


Notary Public

MARILYN R. MARKS
Print, Type or Stamp Name



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That RACE WINNERS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 777 Brickell Avenue, Suite 1114, Miami, Florida 33131 in the County of Dade, State of Florida, has named STEPHEN G. MURTY, ESQUIRE, whose offices are located at 777 Brickell Avenue, Suite 1114, Miami 33131, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACCEPTANCE OF REGISTERED AGENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

REGISTERED AGENT:


STEPHEN G. MURTY, ESQUIRE

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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REGISTERED AGENT:


STEPHEN G. MURTY, ESQUIRE

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FEB 10

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Murty & Tomé, P.A.

A Professional Association

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY -3 AM 9:58

Stephen G. Murty, Esq.*
Jay R. Tomé, Esq.**

Sun Bank Building
777 Brickell Avenue
Suite 1114
Miami, Florida 33131

3399 S.W. Third Avenue
Miami, Florida 33145

Telephone (305) 373-6400
Facsimile (305) 375-0022

Please reply to:
Brickell Avenue

*Florida
Kentucky
Federal Bar

**Florida
Washington, D.C.

April 12, 1995

Department of State
Division of Corporations
Post Office Box 6237
Tallahassee, Florida 32314

Re: Race Winners, Inc./United Racing Engines, Inc.

300001457263
-04/14/95--01106--001
*****35.00 *****35.00

Dear Sirs:

Enclosed please find the Articles of Amendment changing the name of Race Winners, Inc., a Florida corporation filed on April 3, 1995 to United Racing Engines, Inc., effective April 3, 1995.

Kindly file the enclosed and return a stamped copy acknowledging receipt in the envelope provided.

Very truly yours,


Leslie-Ann Diaz
Legal Assistant

n/c
dm
\$-3



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 24, 1995

LESLIE ANN DIAZ
MURTY & TOME, P.A.
777 BRICKELL AVE., SUITE 1114
MIAMI, FL 33131

SUBJECT: RACE WINNERS, INC.
Ref. Number: P95000011869

We have received your document for RACE WINNERS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Tawana McClellan
Corporate Specialist

Letter Number: 395A00019103

ARTICLES OF AMENDMENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -3 AM 11:53

1. The following provisions of the Articles of Incorporation of RACE WINNERS, INC., a Florida Corporation, filed in Tallahassee on ^{APRIL 3RD} March 3, 1995, be and they are hereby amended in the following particulars:

ARTICLE I, be and it hereby is amended to read as follows:

The name of this corporation is UNITED RACING ENGINES² herein referred to as the INC. Corporation.

2. The foregoing amendments were adopted by the Stockholders and Directors of the Corporation on the 1st day of April, 1995.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 3rd day of April, 1995.

RACE WINNERS, INC.

BY

Vincent Lopez, Jr., President

BY

Vincent Lopez, Jr., Secretary

STATE OF FLORIDA)

)SS.

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Vincent Lopez, Jr., known to me to be the President and Secretary, of RACE WINNERS, INC., who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3rd day of April, 1995.

Susan Moore
Notary Public

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. DEC. 3, 1995
BONDED THRU GENERAL INS. UND