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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **RACETIME, INC.**

20000117591
3/20/95 01085-015
****122.50 ****122.50

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation for the above proposed Florida corporation, along with my office account check in the amount of \$122.50, for payment of the following:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00

Please file the enclosed Articles and return a certified copy to me. Thank you for your assistance in this matter.

Sincerely,

Shauny Kronfield

Shauny Kronfield
Legal Assistant

EFFECTIVE DATE
FEB 27 1995

FILED
95 MAR -2 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAR - 3 1995

ARTICLES OF INCORPORATION
OF
RACETIME, INC.

FILED
95 MAR -2 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopt the following Articles of Incorporation:

ARTICLE I
Name

EFFECTIVE DATE
FEB 27 1995

The name of the corporation is RACETIME, INC.

ARTICLE II
Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III
Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV
Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE V
Initial Registered Office and Agent

The street address of the corporation's initial registered office, and the name of its initial

registered agent at that office is as follows: DWIGHT D. BARRETT, 1089 Woodsmere Parkway, Rockledge, FL 32955.

The principal office of the corporation is as follows: 1089 Woodsmere Parkway, Rockledge, FL 32955.

ARTICLE VI Directors

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Director. The name and street address of the initial director of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
DWIGHT D. BARRETT	1089 Woodsmere Parkway Rockledge, Florida 32955

ARTICLE VII Incorporator

The name and street address of the incorporator of this corporation is:

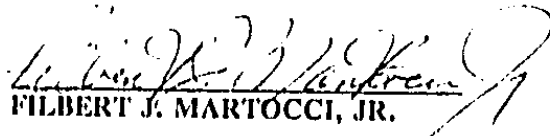
<u>NAME</u>	<u>STREET ADDRESS</u>
FILBERT J. MARTOCCI, JR.	1304 Lewisburg Pike Franklin, TN 37064

ARTICLE VIII Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this

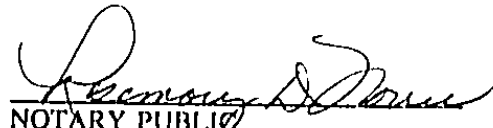
reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation
this 27th day of January, 1995.


FILBERT J. MARTOCCI, JR.

STATE OF TENN SEE
COUNTY OF

The foregoing instrument was acknowledged before me this 27th day of January,
1995, by FILBERT J. MARTOCCI, JR., who is personally known to me.


NOTARY PUBLIC
My Commission Expires: 9-21-96

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091, 607.034, the following is submitted:

RACETIME, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates **DWIGHT D. BARRETT** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1089 Woodsmere Parkway, Rockledge, Florida 32955.

DWIGHT D. BARRETT

DATED: January 5, 1995

FILED
95 MAR -2 PM 12:40
TALLAHASSEE, FLORIDA
SECRET

Having been named to accept services of process for the above stated 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 and complete performance of my duties.

DWIGHT D. BARRETT

DATED: January 5, 1995