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JOHN F. PHILLIPS
ATTORNEY AT LAW
1417 Southeast First Avenue
Fort Lauderdale, Florida 33316
(305) 765-1350
Fax (305) 760-9196

Member of the
New York
New Jersey, and
Florida Bars

2/16/95

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****122.50 ****122.50

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FLORIDA 32314

RE: INCORPORATION OF: RACE PACE, INC.

DEAR SIRs:

ENCLOSED PLEASE FIND FOR FILING WITH YOUR OFFICE THE FOLLOWING:

1. ARTICLES OF INCORPORATION;
2. CERTIFICATE DESIGNATING PLACE OF BUSINESS AND DESIGNATION OF RESIDENT AGENT, WITH ACCEPTANCE OF RESIDENT AGENT.

KINDLY PROVIDE ME A CERTIFIED COPY OF THE CERTIFICATE OF INCORPORATION, WITH CERTIFIED COPIES OF THE ARTICLES, FOR WHICH A CHECK IN THE AMOUNT OF \$122.50 IS ENCLOSED.

THANK YOU FOR THE ANTICIPATED COOPERATION.

Very truly yours,

JOHN F. PHILLIPS

JFP:mc

W95-5065
KAN 3-8



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

March 8, 1995

JOHN F. PHILLIPS, ESQ.
1417 S.E. FIRST AVENUE
FORT LAUDERDALE, FL 33316

SUBJECT: RACE PACE, INC.
Ref. Number: W95000005065

We have received your document for RACE PACE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6915.

Kevin Nickens
Document Specialist

Letter Number: 395A00010263

ARTICLES OF INCORPORATION
OF
RACE PACE, INC..

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is **RACE PACE, INC..**

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in the importation, sales, distribution of swimming material, and to do anything else of a business and marketing nature, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

FOURTH: AUTHORIZED SHARES.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 500 share of Capital Stock with a par value of \$1.00 per share.

Initial Issue. 250 shares of the Capital Stock of the corporation shall be issued for cash at a par value of \$1.00 per share.

Stated capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial registered office of the corporation is 2201 S.E. 18th Street, Apt. No.: 306, Ft. Lauderdale, Fla. 33316 and the name of the initial registered agent at such address is: Todd Pace, 2201 S.E. 18th Street, Apt. No.: 306, Ft. Lauderdale, Fla. 33316

PRINCIPAL ADDRESS AND REGISTERED OFFICE ADDRESS IS THE SAME

SIXTH: The initial board of directors shall consist of one (1) members, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Name	Number & Street	City	State	Zip Code
<u>Todd Pace, 2201 S.E. 18th Street, Apt. No.: 306, Ft. Lauderdale, Fla. 33316</u>				

EIGHTH: The name(s) and address(es) of the initial incorporator(s) is (are) as follows:

Name	Number & Street	City	State	Zip Code
<u>Todd Pace, 2201 S.E. 18th Street, Apt. No.: 306, Ft. Lauderdale, Fla. 33316</u>				

NINTH: An affirmative vote of all of the shares of the corporation shall be required for any shareholder action.

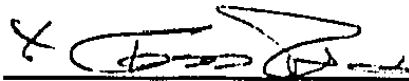
TENTH: The shareholders shall have the power to adopt, amend, alter, charge or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a unanimous vote of the common stock.

ELEVENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock currently authorized (authorized and issued).

TWELFTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be

given by any shareholder to the President or Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his votes at said election.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these articles of incorporation at FT. LAUDERDALE, FLORIDA, on the 16TH day of FEBRUARY, 1995.

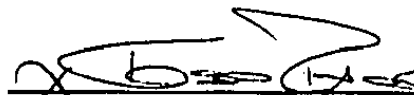


Todd Pace
2201 S.E. 18th ST. Apt. 306
Ft. Lauderdale, Fla. 33316

STATE OF FLORIDA
COUNTY OF BROWARD

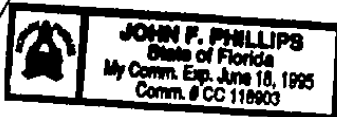
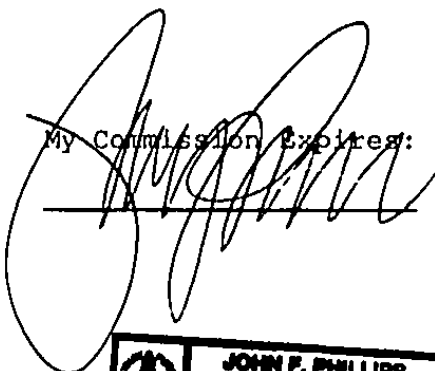
Before me, the undersigned authority, personally appeared TODD PACE who is to me well known to be the person described in and who subscribed the above articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at FT. LAUDERDALE, FLORIDA 33316, in said County and State this 16TH day of FEBRUARY, 1995.



NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires:



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

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

FIRST: That RACE PACE, INC., desiring to organize or qualify
under the laws of the State of Florida, with its principal place of
business at the city of : FT. LAUDERDALE, FLORIDA, State of
Florida, has named:

TODD PACE, located at: 2201 S.E. 18TH STREET, NO.: 306, FT.
LAUDERDALE, FLORIDA 33316, state of Florida as its agent to accept
service of process within the State of Florida.

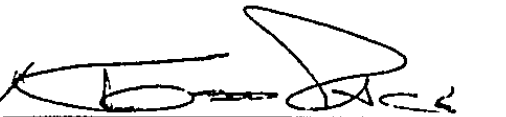
SIGNATURE: 

TITLE: RACE PACE, INC.

BY: TODD PACE
ITS PRESIDENT

DATE: 2/16/94

HAVING been named to accept service 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.

SIGNATURE: 

REGISTERED AGENT

DATE: 2-16-95

P95000032103

Race Pace, Inc.
Todd Pace
PO Box 22628
Ft. Lauderdale, FL 33335-2628

September 13, 1995

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Change of address for **Race Pace, Inc.**

Gentlemen,

The address for Race Pace, Inc. has been changed from:

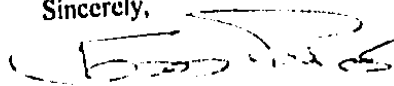
2201 SE 18th Street Apt. #306
Ft. Lauderdale, FL 33316

To:

PO Box 22628
Ft. Lauderdale, FL 33335-2628

This change of address will be effective immediately. Please make a note of this change.
Thank you.

Sincerely,



Todd Pace
President-Race Pace, Inc.

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9/20