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DEBRA MOSS CURTIS
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OF COUNSEL

April 28, 1995

TELEPHONE
(813) 685-0050

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*BOARD CERTIFIED IN APPELLATE PRACTICE

PERSONAL AND CONFIDENTIAL

Ms. Terri Buckley
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

300001479373
-05/08/95--01084--006
****122.50 ****122.50

Re: The Racer's Edge Collectibles, Inc.

Dear Ms. Buckley:

With regard to the above-referenced corporation, enclosed are the articles of incorporation, along with an additional copy for certification. Also enclosed is this firm's check in the amount of \$122.50, in payment of the following fees:

1) Filing fee for articles	\$ 35.00
2) Filing fee for designation of registered agent	35.00
3) Fee for certified copy of articles	<u>52.50</u>
Totaling	\$122.50

Please call me collect at (813) 685-0050, when the articles have been filed.

Thank you for your assistance in this matter. Should you have any questions, or require further information, please feel free to call me.


Very truly yours,

Carol Hartline

Carol Hartline, Secretary
to Richard F. Wheeler

Enclosures
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STATE OF FLORIDA
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA
MAY 3 1995 7:31 AM

5/3/95


ARTICLES OF INCORPORATION
OF
THE RACER'S EDGE COLLECTIBLES, INC.

FILED
JUN -3 AM 7:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is The Racer's Edge Collectibles, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the corporation is 5802 South 31st Avenue, Tampa, Florida 33619, and the corporation's mailing address is 5802 South 31st Avenue, Tampa, Florida 33619.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock, having a par value of One Dollar (\$1.00) per share. There shall be only one class of stock.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5802 South 31st Avenue, Tampa, Florida 33619, and the name of the initial registered agent of the corporation at this address is Jennifer Margeson.

ARTICLE V. INITIAL DIRECTOR

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided for in the bylaws, but shall never be fewer than one. The name and address of the director of this corporation are:

Jennifer Margeson

5802 South 31st Avenue
Tampa, Florida 33619

ARTICLE VI. INCORPORATOR

The name and address of the person signing these articles are:

Jennifer Margeson

5802 South 31st Avenue
Tampa, Florida 33619

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of incorporation on this 28th day of April, 1995.

Jennifer Margeson
Jennifer Margeson

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 28th day of April, 1995, by Jennifer Margeson, who is personally known to me or who has presented Fla. Driver's License as identification.

Richard F. Wheeler
Notary Public
Richard F. Wheeler
(Print Name of Notary)
My Commission Expires: 7/28/95

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

THE UNDERSIGNED, Jennifer Margeson, hereby agrees to serve as Registered Agent for The Racer's Edge Collectibles, Inc., until further notice.

Jennifer Margeson
Jennifer Margeson