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MORRIS & BERNARD
ATTORNEYS AT LAW

JEFFERY B. MORRIS
BOARD CERTIFIED CIVIL TRIAL LAWYER
PERSONAL INJURY
WRONGFUL DEATH

LAWRENCE J. BERNARD
REAL ESTATE
PROBATE

July 7, 1995

RIVERSIDE OFFICE:
2064 PARK STREET
JACKSONVILLE, FLORIDA 32204
(904) 384-0488
FAX (904) 384-0684

NORTHSIDE OFFICE:
1403 DUNN AVENUE
SUITE 20
JACKSONVILLE, FLORIDA 32210
(904) 751-6900
FAX (904) 751-6903

PLEASE REPLY TO:
RIVERSIDE OFFICE

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

700001533577
-07/10/95--01055-010
*****70.00 *****70.00

Re: Articles of Incorporation for
RIDE-A-KART, INC.

Dear Sir or Madam:

I am enclosing the original and one (1) duplicate copy of the Articles of Incorporation and Certificate of Registered Agent for the above-referenced corporation, together with my firm check in the amount of \$70.00 to cover the costs of taxes, filing fee, and filing of the Certificate of Registered Agent.

Please return the copies, together with the charter number to my Park Street office.

Your assistance is most appreciated. Please do not hesitate to contact me should you have any questions.

Very Sincerely,

Lawrence J. Bernard

Lawrence J. Bernard

LJB/rpq
Enclosures
art\sec-state.ltr

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TALLAHASSEE, FLORIDA

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7-14

ARTICLES OF INCORPORATION

OF

RIDE-A-KART, INC.
a Florida corporation

I, the undersigned, do hereby make form a corporation, and for such purpose I hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE ONE

NAME OF CORPORATION AND ADDRESS OF PRINCIPAL OFFICE

The name of this corporation shall be: RIDE-A-KART, INC., a Florida corporation. The address of the principal office of the corporation is: 106 Lawton Avenue, Jacksonville, Florida 32208.

ARTICLE TWO

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE THREE

DURATION

The term for which this corporation shall exist shall be perpetual commencing on the date filed with the Secretary of State.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares at One Dollar (\$1.00) par value common stock.

ARTICLE FIVE

INCORPORATORS

The name and address of the person signing these Articles is:

MICHAEL R. OLIVER
106 Lawton Avenue
Jacksonville, Florida 32208

ARTICLE SIX

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE SEVEN

RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued

initially to the following persons and in the amounts set opposite his or her name:

<u>NAME</u>	<u>SHARES</u>
MICHAEL R. OLIVER	100

Shares held by the initial shareholders listed above and subsequent shareholders may not be sold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. Further, the remaining shareholders must first issue their written approval of the prospective buyer as a contingency to the sale of such stock being consummated. The price and terms of which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE EIGHT

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her prorata share thereof at the price at which it is offered to others.

ARTICLE NINE

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office of this corporation is 106 Lawton Avenue, Jacksonville, Florida 32208. The name of the initial registered agent of this corporation is LAWRENCE J. BERNARD, whose address is 2064 Park Street, Jacksonville, Florida 32204.

ARTICLE TEN

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be more than ten. The name and address of the initial directors of this corporation is:

ARTICLE ELEVEN

The names and post office addresses of the officers of this

corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President MICHAEL R. OLIVER
 106 Lawton Avenue
 Jacksonville, FL 32208

Vice President- MELODIE MICHELLE OLIVER
Secretary/Treasurer 106 Lawton Avenue
 Jacksonville, FL 32208

ARTICLE TWELVE

SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE THIRTEEN

INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE FOURTEEN

AMENDMENT

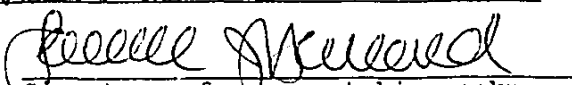
This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of July, 1995.

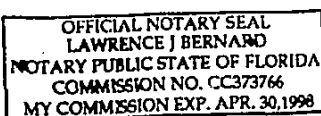

MICHAEL R. OLIVER

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was sworn to and subscribed before me this 6th day of July, 1995, by MICHAEL R. OLIVER, who has produced Fla. driver's license as identification.


Signature of person taking acknowledgment

LAWRENCE J. BERNARD
Printed name of person taking acknowledgment
Notary Public State of Florida
Expiration Date of Commission:
Commission Number:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: First, that RIDE-A-KART, INC., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named LAWRENCE J. BERNARD, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping office open.


LAWRENCE J. BERNARD

95 JUN 10 AM 11:29
STATE
TALLAHASSEE
RECORDED