

DAVID C. LEVENREICH
ATTORNEY AND COUNSELOR AT LAW

ALSO ADMITTED TO
PRACTICE IN
THE STATE OF TEXAS

106 SOUTH PROSPECT AVENUE
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P96000009054

VIA FEDERAL EXPRESS

January 24, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
409 East Gaines Street
Tallahassee, Florida 32301

Re: RICE MOTOR SPORTS, INC.

Dear Sir/Madam:

Enclosed please find two duplicate originals of Articles of Incorporation for the above-referenced corporation. Also enclosed is my check in the amount of \$122.50 made payable to "Department of State" to cover the filing fee as follows:

\$ 35.00 - Filing Fees
\$ 52.50 - Certified Copy
\$ 35.00 - Registered Agent Designation
\$122.50

Please return the certified copy of these Articles of Incorporation to me at the above address. Thank you for your assistance in this matter.

Very truly yours,

David C. Levenreich

DCL/lar
Enclosures
cc: Mr. Shane Rice/via fax
r\rice\DEPARTMENT.LTR

FILED
55 JAN 25 PM 8:10
TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION OF
RICE MOTOR SPORTS, INC.

ARTICLE I - Name

The name of this corporation is RICE MOTOR SPORTS, INC.

ARTICLE II - Principal Office and Mailing Address

The principal office and mailing address of this corporation is 16604 U.S. Highway 19 N., Clearwater, Florida 34624.

ARTICLE III - Duration

This corporation shall have perpetual existence.

ARTICLE IV - Purpose

This corporation is organized to include the transaction of any or all lawful business for which it may be incorporated under Chapter 607, Florida Statutes as presently enacted and as it may be amended from time to time.

ARTICLE V - Capital Stock

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 16604 U.S. Highway 19 N., Clearwater, Florida 34624, and the name of the initial registered agent of this corporation at that address is Shane Rice.

ARTICLE VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Shane Rice	16604 U.S. Highway 19 N. Clearwater, FL 34624

ARTICLE VIII - Incorporator

The name and address of the person signing these Articles are Shane Rice, 16604 U.S. Highway 19 N., Clearwater, Florida 34624.

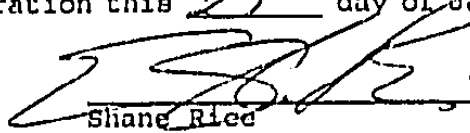
ARTICLE IX - Indemnification

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

ARTICLE X - Amendment

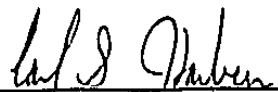
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of January, 1996.


Shane Rice

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 23rd day of January, 1996, by Shane Rice, who is personally known to me or who has produced FL Drivers License as identification.


(Name of Notary) Carol S. Harberson
Notary Public
(Serial # of Notary) _____



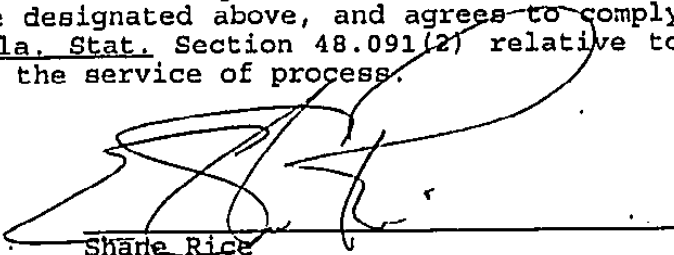
OFFICIAL SEAL
CAROL S. HARBERSON
My Commission Expires
Dec. 4, 1996
Comm. No. CC 242499

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS FOR SERVICE OF PROCESS WITHIN FLORIDA**

Pursuant to Fla. Stat. Section 48.091, RICE MOTOR SPORTS, INC., desiring to organize under the laws of the State of Florida, hereby designated Shane Rice, located at 16604 U.S. Highway 19 N., Clearwater, Florida 34624, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. Section 48.091(2) relative to maintaining an office for the service of process.


Shane Rice

R\RICE\SHANE\ARTICLES.INC.
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