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WALTER B. LEBOWITZ

12555 Biscayne Blvd, Suite 924  
Miami, Florida 33181  
Phone (305) 893-0000  
Fax: (305) 893-0007

FILED  
AUG 15 1996  
FBI - MIAMI

August 13, 1996

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

700001923357  
-08/15/96--01063--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: ROAD RASH RACING, INC.

Gentleman:

Enclosed please find my Check in the sum of \$70.00 for payment of the filing fee and registered agent's fee for the above new corporation.

Please mail me the enclosed copy after you stamp and date the same showing when it was filed for record.

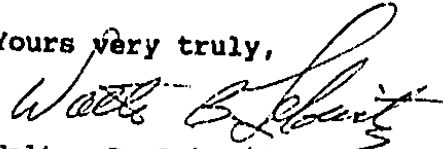
I CALLED FOR NAME AVAILABILITY PRIOR TO MAILING THIS CORPORATION AND WAS TOLD THIS NAME WAS AVAILABLE.

If it is NOT or if you have any question regarding the above, please call me at (305) 893-0000.

I will accept a collect call if necessary.

Thank you for your cooperation.

Yours very truly,

  
Walter B. Lebowitz

8-19-96

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ARTICLES OF INCORPORATION OF  
ROAD RASH RACING, INC.

ARTICLE I - NAME

The name of this Corporation is: Road Rash Racing, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business, especially anything relating to making parts for motorcycle racing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock, at one cent (\$.001) par value, per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation is: 12555 Biscayne Blvd., Suite 924, Miami, Florida, 33181, and the initial registered agent of this corporation at that address is, VENY ZORRILLA.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1), Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The names and addresses of the initial Board of Directors of this corporation is/are:

NAME	ADDRESS
VENY ZORRILLA,	12555 Biscayne Blvd., Suite 924, Miami, Florida,
33181, Director	

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles are:

NAME	ADDRESS
VENY ZORRILLA,	12555 Biscayne Blvd., Suite 924, Miami, Florida,
33181, Director	

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of August, 1996

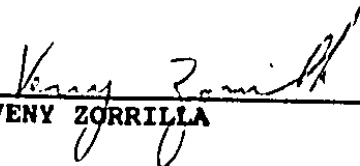
  
\_\_\_\_\_  
Subscriber

\_\_\_\_\_  
Subscriber

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

VENY ZORRILLA HAVING A BUSINESS OFFICE at 12555 Biscayne  
Blvd., Suite 924, Miami, FL 331381 and, having been designated as  
the Registered Agent in the above and foregoing Articles, and to  
accept service of process for the said corporation, is familiar  
with the obligations of the position of Registered Agent under  
Section 617.0501, Florida Statutes.

I accept the appointment as registered agent and agree to act  
in this capacity.

  
VENY ZORRILLA