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Clinton L. Doud

818 NEWMAN STREET  
JACKSONVILLE, FLORIDA 32208

TELEPHONE (904) 632-0444  
FACSIMILE (904) 382-1215

August 23, 1996

Department of State  
Division of Corporations  
409 Gaines Street  
Tallahassee, Florida 32399

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-08/27/96--01043--0009  
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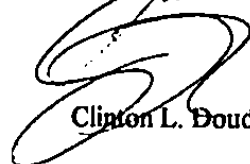
**Re: Incorporation**

Dear Sir:

Enclosed please find one original and one copy of the Articles of Incorporation for Carbon Outlaw Motorsports, Inc. and the original Designation and Acceptance of Registered Agent. A certified copy of the Articles of Incorporation is hereby requested. Furthermore, enclosed is a check in the amount of \$122.50 to cover the costs of filing, designation of registered agent and one certified copy. Please return the certified copy to the undersigned.

Should you have any questions, please call.

Sincerely,

  
Clinton L. Doud

CLD/ks  
Enclosures

FILED  
25 AUG 25 1996  
TALLAHASSEE, FLORIDA  
8/28/96

**ARTICLES OF INCORPORATION  
OF  
CARBON OUTLAW MOTORSPORTS, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**FIRST:** The name of the corporation is Carbon Outlaw Motorsports, Inc.

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

**THIRD:** The purpose or purposes for which the corporation is organized is the operation of a racing car as well as do everything necessary, proper, advisable, or convenient for the accomplishment of such purposes, as well as to carry out all other lawful business, that is not forbidden by Florida corporation law 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 by the foreign country.

**FOURTH:** Authorized Shares.

*Number.* The aggregate number of shares the corporation shall have the authority to issue is 10,000 shares of Capital Stock with a value of \$1.00 per share.

*Initial issue.* 1,000 shares to Gary Hearne.

*Stated Capital.* The sum of the 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.

**FIFTH:** The initial street address in Florida of the initial registered office of the corporation is 519 Newnan Street, Jacksonville, Florida 32202, and the name of the initial registered agent at such address is Clinton L. Doud, Esquire.

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

**SEVENTH:** The name and address of the person who shall serve as director until the first annual meeting of shareholders, or until the successors have been elected and qualified, is as follows:

Name	Number & Street	City	State	Zip Code
Gary Hearne	11412 Motor Yacht Circle	Jacksonville	FL	32225

**EIGHTH:** The name and address of the initial incorporator is as follows:

Name	Number & Street	City	State	Zip Code
Gary Hearne	11412 Motor Yacht Circle	Jacksonville	FL	32225

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

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

**ELEVENTH:** The address of the principal office is 11412 Motor Yacht Circle, Jacksonville, Florida 32225.

**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 a 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 vote at said election.

**IT WITNESS WHEREOF, THE UNDERSIGNED** has made and subscribed of these articles of incorporation at Jacksonville, Florida, on the 23rd day of August, 1996.

\_\_\_\_\_  
*Gary L. Hearne*  
Incorporator(s)

JAN 11 1995


**DESIGNATION AND ACCEPTANCE**  
**OF REGISTERED AGENT**

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Carbon Outlaw Motorsports, Inc.
2. The name of the registered agent is Clinton L. Doud, Esquire
3. The address of the registered agent/registered office is 519 Newnan Street, Jacksonville, Florida 32202; telephone (904) 632-0444.

**ACCEPTANCE**

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Clinton L. Doud  
DATE:

Law Offices of  
Clinton L. Doud

115 N. WALNUT STREET  
JACKSONVILLE, FLORIDA 32202  
TELEPHONE 904/252-0444  
FAX 904/252-0444  
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Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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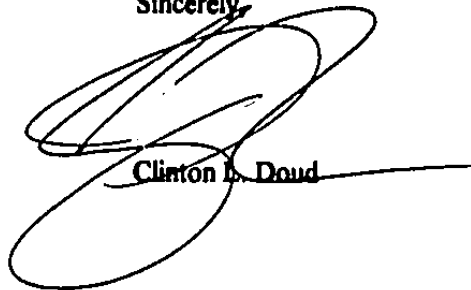
**Re: Dissolution and Incorporation of Carbon Outlaw Motorsports, Inc.**

Dear Sir/Madam:

Enclosed please find the Articles of Dissolution for Carbon Outlaw Motorsports, Inc. together with an Affidavit waiving the 120 day time period for revocation of the Articles of Dissolution. Also enclosed is a check for \$35.00 for the Articles of Dissolution.

Should you have any questions, please call.

Sincerely,

  
Clinton L. Doud

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DIVISION OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

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**ARTICLES OF DISSOLUTION  
PURSUANT TO SECTION 607.1403  
OF THE  
FLORIDA STATUTES**

Pursuant to the provisions of section 607.1403 of the Florida Statutes the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Carbon Outlaw Motorsports, Inc.
2. Dissolution was authorized on April 15, 1997.
3. The number of share cast (by proper class of shareholders) in favor of dissolution was sufficient for approval.

Dated: April 15, 1997.

**CARBON OUTLAW MOTORSPORTS, INC.**

BY: 

*Its President - Gary Herne*

APPROVED  
AND  
FILED  
97.05.18 01:18:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT WAIVING 120 DAY  
PERIOD FOR REVOCATION OF DISSOLUTION**

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared Gary Hearne, President of Carbon Outlaw Motorsports, Inc., who after being duly sworn states as follows:

1. Affiant is the sole share holder, sole director and President and Secretary for Carbon Outlaw Motorsports, Inc.
2. On Tuesday, April 15, 1997, the Board of Directors recommended dissolution of the corporation. Said dissolution was approved by all shareholders of Carbon Outlaw Motorsports, Inc. The shareholders also authorized Affiant to execute this Affidavit of Waiving 120 day period for revocation of dissolution.
3. Carbon Outlaw Motorsports, Inc. hereby waives the 120 day time period required for the Articles of Dissolution to take effect and affirmatively states that Carbon Outlaw Motorsports, Inc. shall not revoke the Articles of Dissolution.

FURTHER AFFIANT SAYETH NOT.

  
\_\_\_\_\_  
GARY HEARNE, President

I.D. Personally known  
Sworn to and subscribed before me  
this 15<sup>th</sup> day of April, 1997.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large  
My Commission Expires:



CLINTON L. DOUD  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires April 12, 1997  
Commission No. 003541274

APPROVED  
7/10/97  
7/10/97