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Peter Keating

November 26, 1996

FILED
96 DEC -2 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
The Honorable Jim Smith
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Frank Racing Team, Inc.

Dear Mr. Smith,

Enclosed herewith you will please find an original and a copy of the Articles of Incorporation of the above styled Corporation for the filing of the same. I am also enclosing my check made payable to your order in the amount of \$122.50.

Kindly forward the Certificate of Incorporation, together with the Certified copy of the Articles of Incorporation to me in the manner usually provided for by your office.

Thank you for your usual cooperation in this matter.

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Very Truly Yours,

Peter Keating

Peter Keating, Esquire

PK:pmk

Enclosures

12-5-96
17

ARTICLES OF INCORPORATION

OF

FRANK RACING TEAM, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person, each competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the corporation is FRANK RACING TEAM, INC.

ARTICLE II.

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefits society, state fair or exposition.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal par value of \$5.00 per share.

ARTICLE IV.

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00.

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ARTICLE V.

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.

ADDRESS

The initial street address of the principal office of the corporation in the State of Florida is 1500 East State Road 40, DeLeon Springs, Florida 32130. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII.

DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-laws adopted by the stockholders but shall never be less than one.

ARTICLE VIII.

INITIAL DIRECTORS

The name(s) and address(es) of the member(s) of the first Board of Directors are:

PETER FRANK

1500 East Highway 40
DeLeon Springs, FL 32130

PATRICIA FRANK

1500 East Highway 40
DeLeon Springs, FL 32130

The above-named director(s) shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified.

ARTICLE IX.

SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation, the number of shares they agree to take and value of consideration therefore are:

NAME	SHARES	CONSIDERATION
PETER FRANK	50	\$250.00
PATRICIA FRANK	50	\$250.00

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TALLAHASSEE, FLORIDA

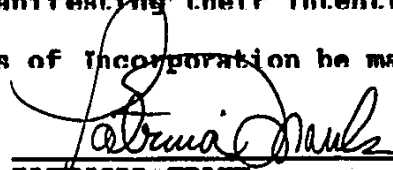
ARTICLE X.

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed to them by the stockholders and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the Stockholders sign a written statement manifesting their intention on a certain Amendment to these Articles of Incorporation be made.



PETER FRANK
Subscriber



PATRICIA FRANK
Subscriber

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgements and administer oaths, did appear, PETER FRANK, who is well known to me or produced a driver's license or identification and he is the person described as the subscriber in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal, in the County and State aforesaid, this 20th day of November, 1996.

Pamela M. Klausky
NOTARY PUBLIC, State of Florida at Large
Typed Name: PAMELA M. KLAUSKY
Commission Number:

[Seal]



Pamela M. Klausky
MY COMMISSION # CC568680 EXPIRES
July 10, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

My Commission Expires:

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgements and administer oaths, did appear, PATRICIA FRANK, who is well known to me or produced a driver's license or identification and she is the person described as the subscriber in and who executed the foregoing Articles of Incorporation and she acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal, in the County and State aforesaid, this 20th day of November, 1996.

Pamela M. Klausky
NOTARY PUBLIC, State of Florida at Large
Typed Name: PAMELA M. KLAUSKY
Commission Number:

[SEAL]



Pamela M. Klausky
MY COMMISSION # CC568680 EXPIRES
July 10, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

My commission expires

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

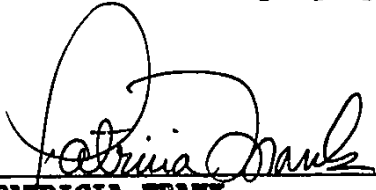
CERTIFICATE

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act.

FRANK RACING TEAM, INC., desiring to organize under the laws of the State of Florida with its registered office located at 1500 East State Road 40, Delton Springs, County of Volusia, State of Florida, has named PATRICIA FRANK, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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


PATRICIA FRANK
Resident Agent