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LAW OFFICES OF DANIEL T. WHITE, ESQ.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3502 Henderson Blvd.
Tampa, Florida 33609

tele: 813/877-4672

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December 5, 1996

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

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-12/13/96--01088--010
***122.50 ***122.50

re: The Need for Speed, Inc.

To whom it may concern:

Please find enclosed an executed original and one photocopy of the articles of incorporation for the above referenced corporation. In that regard, I have also enclosed a check in the amount of \$122.50 to cover the required filing fees (articles--\$35.; registered agent designation--\$35; and certified copy \$52.50). Please return a certified copy to me in the self-address, stamped envelope that I have enclosed for your convenience. Thanks.

Sincerely,

Daniel T. White

Enclosures

cc: Ms. Brookins and Messrs. Bell and Bell

12-16-96

ARTICLES OF INCORPORATION

of

THE NEED FOR SPEED, INC.

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Article I: Name

The name of the Corporation is **THE NEED FOR SPEED, INC.**

Article II: Duration

The Corporation shall have perpetual existence.

Article III: Purpose

The Corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Corporation may choose to engage in business activities.

Article IV: Capital Stock

The Corporation shall have the authority to issue **One Thousand (1,000)** shares of Common Stock, par value of **\$0.01** per share.

Article V: Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 3502 Henderson Blvd., Tampa, FL 33609, and the name of the initial registered agent of the Corporation at that location is Daniel T. White, Esq.

Article VI: Principal Office and Mailing Address

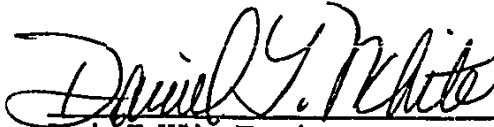
The principal office and mailing address of this Corporation is 1917 N.E. 3rd, #109, Deerfield, FL 33441.

Article VII: Incorporator

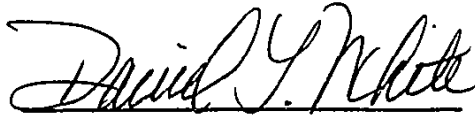
The name and address of the incorporator of the Corporation and the person signing the Corporation's original Articles of Incorporation is:

Daniel T. White, Esquire
3502 Henderson Blvd.
Tampa, Florida 33609

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of December, 1996.


Daniel T. White, Esquire
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.



Daniel T. White, Esquire

Dated: December 7th 1996

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