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FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 0724a50003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694 p

FAX #: (305)541-3770

NAME: BALLISTIC RACETEAM, INC.

AUDIT NUMBER.....H97000000136

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION

OF

BALLISTIC RACE TEAM, INC.

EFFECTIVE DATE

1-2-97

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE INAME OF CORPORATION

The name of this corporation is:

BALLISTIC RACE TEAM, INC.

The principal office is located at 14775 SW 232 Street, Homestead, Florida, 33170.

ARTICLE IIPURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE IIIDURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

This Instrument Prepared By:
John P. Maas, Esq.
LAW OFFICES OF HELLMAN & MAAS
44 N.E. 16th St.
Homestead, FL 33030
FLORIDA BAR NO: 435910
(305) 247-7132

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ARTICLE IVCAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

ARTICLE VINITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VISUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares they have elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
GEORGE H. MILNE	9757 SW 221 Street Miami, Florida 33190	33-1/3
ALVA L. HAYES	14775 SW 232 Street Homestead, Florida 33170	33-1/3
FRED D. HAYES	14775 SW 232 Street Homestead, Florida 33170	33-1/3

ARTICLE VIIDIRECTORS

The initial number of Directors of this corporation shall be three (3). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be

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ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successors are elected and qualified, are:

NAME

ADDRESS

GEORGE H. MILNE

9757 SW 221 Street
Miami, Florida 33190

ALVA L. HAYES

14775 SW 232 Street
Homestead, Florida 33170

FRED D. HAYES

14775 SW 232 Street
Homestead, Florida 33170

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purpose shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to

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others.

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ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 44 NE 16 Street, Homestead, Florida 33030, and the name of the initial Registered Agent of this corporation at that address is John P. Maas, Esquire.

ARTICLE XII

INDEMNIFICATION

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

DATED this 2nd day of January, 1997.

Alva L. Hayes
ALVA L. HAYES

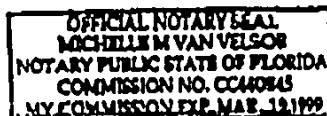
STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ALVA L. HAYES to me well known to be the person described in and who acknowledged before me, according to law, that he made and subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dade County, State of Florida, this 2nd day of January, 1997.

My Commission Expires:

Michelle M. Van Velsor
NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Michelle M. Van Velsor
Commission No: _____



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT BALLISTIC RACE TEAM, INC. IS DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT MIAMI, STATE OF FLORIDA, HAS NAMED JOHN P. MAAS, AT 44 NE 16 Street, Homestead, Florida, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: Alva L. Hayes

ALVA L. HAYES

Title: IncorporatorDate: January 2, 1997

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: John P. Maas

JOHN P. MAAS

Date: 1-2-97

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