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Law Offices of
Clinton L. Doud

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April 15, 1997

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

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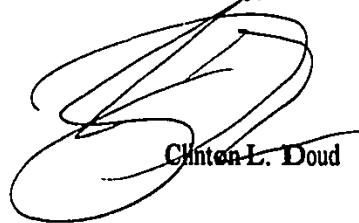
Re: Incorporation

Dear Sir:

Enclosed please find one original and one copy of the Articles of Incorporation for Carbon Outlaw Racing, 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

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CLD/ks
Enclosures

APR 21 1997

**ARTICLES OF INCORPORATION
OF
CARBON OUTLAW RACING, 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 Racing, 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.

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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 15th day of April, 1997.



Incorporator(s)

DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

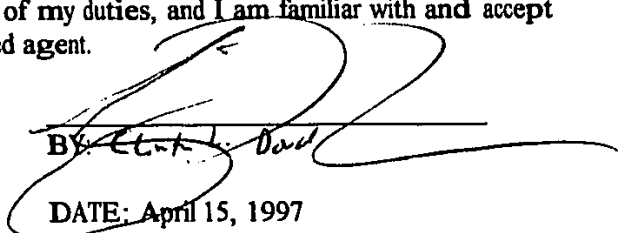
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Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Carbon Outlaw Racing, 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.

BY:  Clinton L. Doud

DATE: April 15, 1997