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Watson & Osborne, P.A.
Attorneys at Law

KEITH WATSON
LEE S. OSBORNE
WILLIAM J. JOOS
ROBERT J. DYKES

REPLY TO:
2500 MONUMENT ROAD, SUITE 201

June 13, 1997

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*****70.00 *****70.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Home Providers, Inc. and Extreme Race Products, Inc.

Dear Sir/Madam:

Enclosed please the original plus one copy of Articles of Incorporation for Home Providers, Inc. and Extreme Race Products, Inc. to be filed with the Florida Secretary of State. I am also enclosing our trust account checks, each in the amount of \$70.00 for the filing fee. Please return a filed copy to our office.

Should you have any questions or comments, please feel free to call.

Very truly yours,

Debbie Ray

Debbie Ray
Legal Assistant

dr

FILED
97 JUN 16 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

69 JUN 16 1997

208 PONTE VEDRA PARK DR., SUITE 101
PONTE VEDRA BEACH, FL 32082
(904) 273-7009
FAX (904) 273-8369

6825 LILLIAN ROAD
JACKSONVILLE, FLORIDA 32211
(904) 724-8333
FAX (904) 727-8890

3030 HARTLEY ROAD, SUITE 200
JACKSONVILLE, FLORIDA 32257
(904) 280-8820
FAX (904) 280-6123

1866 DUNN AVENUE, SUITE 2
JACKSONVILLE, FLORIDA 32218
(904) 757-7830
FAX (904) 757-7887

2500 MONUMENT ROAD, SUITE 201
JACKSONVILLE, FLORIDA 32226
(904) 641-2720
FAX (904) 641-8506

**ARTICLES OF INCORPORATION
FOR
EXTREME RACE PRODUCTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is EXTREME RACE PRODUCTS, INC.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of the manufacturing, sales and distribution of racing oils and other racing products and to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is five hundred (500). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) each.

The shares of stock are to be issued as follows:

<u>NAME</u>	<u>SHARES</u>
Wesley Futch	500

ARTICLE SIX

The street address of the corporation is 1315 Avant Road, Yulee, Florida 32097.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is one (1).
The names, addresses and titles of the persons who are to serve as members of the initial board of directors are:

<u>NAME</u>	<u>ADDRESS</u>
Wesley Futch President	1315 Avant Road Yulee, Florida 32097

ARTICLE EIGHT

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Wesley Futch	1315 Avant Road Yulee, Florida 32097
Christopher A. Driggers	12664 Sapp Road Jacksonville, Florida 32226

ARTICLE NINE

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation by a vote of the parties then owning 50% or more of the stock.

Executed by the undersigned at Jacksonville, Florida on this 12th day of June, 1997.

WITNESSES:

Tammy A. Kramlich
Wesley Futch

INCORPORATORS:

Wesley Futch
WESLEY FUTCH
Christopher A. Driggers
CHRISTOPHER A. DRIGGERS

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared WESLEY FUTCH, known to me to be the person described herein or who produced Driver's License as identification, and who executed the foregoing instrument, and he acknowledged before me that he executed the same.

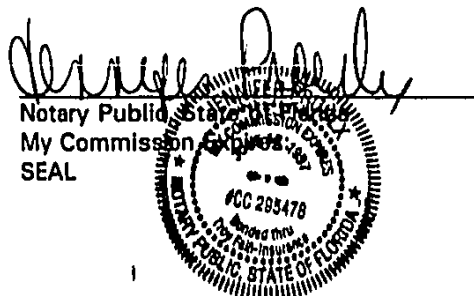
WITNESS my hand and official seal in the County and State last aforesaid this 12th day of June, 1997.



STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared CHRISTOPHER A. DRIGGERS, known to me to be the person described herein or who produced personally known as identification, and who executed the foregoing instrument, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of June, 1997.



INITIAL REGISTERED AGENT OF EXTREME RACE PRODUCTS, INC.

The address of the initial registered agent of the corporation is 1315 Avant Road, Yulee, Florida 32097, and the name of its initial registered agent is WESLEY FUTCH.

By his signature below, WESLEY FUTCH accepts designation as registered agent of EXTREME RACE PRODUCTS, INC.


WESLEY FUTCH

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA