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LETTER OF TRANSMITTAL

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

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-08/25/97--01055--003
*****70.00 *****70.00

In Re: RACE FANS SHOPPE, INC.

Gentlemen;

Enclosed please find the original and one copy of the Articles of Incorporation for RACE FANS SHOPPE, INC., together with my check for \$ 70.00.

This represents the cost of the Filing Fees, and the fee for Registered Agent Designation for the above named Corporation.

Sincerely,

RACE FANS SHOPPE, INC.
Scott A. Lehr
2511 Laurelwood Lane
Valrico, FL 33594
813-681-7695

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 25 PM 12:31

by 8/26

ARTICLES OF INCORPORATION
of
RACE FANS SHOPPE, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Florida Business Corporation Act.

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SECRETARY OF CORPORATIONS
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ARTICLE I CORPORATE NAME

The name of the corporation shall be:

RACE FANS SHOPPE, INC.

ARTICLE II DURATION

This corporation shall exist perpetually unless dissolved according to the Laws of the State of Florida.

ARTICLE III PURPOSE

The corporation is hereby organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

The corporation is authorized to issue One Hundred (100) shares of Common Stock which shall be designated "Common Shares".

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The principal office address shall be:

2511 Laurelwood Lane
Valrico, Fl. 33594

The mailing address (if different from the above-stated) shall be:

2511 Laurelwood Lane
Valrico, Fl. 33594

The name and street address of the Initial Registered Agent of this corporation is:

Scott A. Lehr
2511 Laurelwood Lane
Valrico, Fl. 33594

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have two director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of the corporation are as follows:

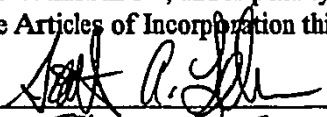
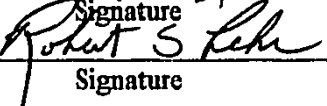
Scott A. Lehr, President
2511 Laurelwood Lane
Valrico, Fl. 33594
Robert S. Lehr, Vice President
PO Box 54272
Cincinnati, Oh. 45254

ARTICLE VII INCORPORATORS

The name(s) and address(es) of the incorporator(s) signing these Articles of Incorporation are as follows:

Scott A. Lehr, President
2511 Laurelwood Lane
Valrico, Fl. 33594
Robert S. Lehr, Vice President
PO Box 54272
Cincinnati, Oh. 45254

IN WITNESS WHEREOF, under penalty of perjury, the undersigned subscriber(s) have executed these Articles of Incorporation this 22nd day of August 1997.


Signature

Signature

Signature

Signature

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

RACE FANS SHOPPE, INC.

Pursuant to the provisions of section 607.0501 or 617.0501 Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office in the State of Florida.

The name and address of the of the Registered Agent and Office is as stated immediately below:

Scott A. Lehr
2511 Laurelwood Lane
Valrico, Fl. 33594

ACKNOWLEDGEMENT

Having been named as Registered Agent and to accept service of process for the above-stated corporation, at the place designated in this certificate, I, Scott A. Lehr, hereby accept the appointment as Registered Agent and agree to act in this capacity. I, Scott A. Lehr, 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.



Registered Agent

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