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MAHONEY ADAMS & CRISER

FAX NO. 9047882697

P. 01/06

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9/25/97

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FROM: MAHONEY ADAMS & CRISER, P.A.

ACCT#: 076226003514

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FAX #: (904)798-2697

NAME: RC RACING, INC.

AUDIT NUMBER.....H97000015990

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

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EXT-03-97 FRI 10:11 AM MAHONEY ADAMS & CRISER FAX NO. 9047882697
(904) 922-3709 09/26/97 10:08 Florida Department of State p1 /1

P. 08/08



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 26, 1997

MAHONEY ADAMS CRISER PA

SUBJECT: RC RACING, INC.
REF: W97000022108

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Freida Chesser
Corporate Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RC RACECARS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I
Name

The name of this corporation shall be RC RaceCars, Inc.

Article II
Principal Office and Mailing Address

The principal place of business and mailing address of this corporation shall be 4606 Shirley Avenue, Jacksonville, Florida 32210.

Article III
Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$0.01 per share.

Article IV
Initial Registered Agent and Address

The street address of the initial registered office of this corporation is c/o Mahoney Adams & Criser, P.A., 50 North Laura street, Suite 3300, Jacksonville, Florida 32202, and the initial registered agent at that office is RAX CO.

Prepared By:
James I. Vance Berry, Jr.
Mahoney Adams & Criser, P.A.
Post Office Box 4099
Jacksonville, FL 32201
(904) 354-1100
Florida Bar No.: 0281751

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Article V
Incorporator

The name and street address of the incorporator of this corporation are:

RAX CO.
c/o Mahoney Adams & Crier, P.A.
50 N. Laura Street, Suite 3300
Jacksonville, Florida 32202

Article VI
Duration

This corporation shall exist perpetually.

Article VII
Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

(a) This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1).

(b) The names and street addresses of the initial directors of the corporation are:

Bruce Stan Gill	4606 Shirley Avenue Jacksonville, Florida 32210
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Rodney Combs	4606 Shirley Avenue Jacksonville, Florida 32210
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Stanley C. Entsminger	4606 Shirley Avenue Jacksonville, Florida 32210
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(c) The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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P. 04/08

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IN WITNESS WHEREOF, the incorporator has executed these
Articles of Incorporation the 3rd day of October, 1997.

RAX CO.

By:

John A. Van Buren
Its: *Vice President*

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505,
Florida Statutes, the following is submitted:

RC RaceCars, Inc., desiring to organize or qualify under the
laws of the State of Florida hereby designates RAX CO. as its
registered agent to accept service of process within the State of
Florida and the address of its registered office shall be 50 North
Laura Street, Suite 3300, Jacksonville, Florida 32202.

DATED this 3rd day of October, 1997.

RAX CO.

By: [Signature]

Its: Vice President

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TALLAHASSEE
STATE
FLORIDA

Having been named as registered agent to accept service of
process for the above stated corporation, at the place designated
in this certificate, I hereby agree to 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.

DATED this 3rd day of October, 1997.

RAX CO.

By: [Signature]

Its: Vice President

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