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MONTERO, FINIZIO, VELASQUEZ AND WEISSING, P.A.

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Website <http://www.monterofinizio.com>

PLEASE REPLY TO
FT. LAUDERDALE OFFICE

FILED

98 JAN -9

SECRETARY OF STATE
TALLAHASSEE, FL

Janie J. Finizio-Bascombe

Edward Montoya

Carlos J. Reyes

Mara Shlackman

Rose J. Spano

Desiree Steuerwald-Mora

Abraham I. Harkavy**
of Counsel

*Member of Florida
and Illinois Bar

**Admitted in
New Jersey

EFFECTIVE DATE

December 29, 1997

1-6-98

VIA FEDERAL EXPRESS

Secretary of State
State of Florida
Divisions of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

800002385858--4

-12/30/97-01048-015

***122.50 ***122.50

Re: INCORPORATION OF ~~CEE III, INC.~~
OUR FILE NO.: 555555

Dear Sir or Madam:

Enclosed herewith please find two Articles of Incorporation for the above referenced corporation, along with Check #3854 in the amount of \$122.50 for a certified copy.

Thank you for your attention to this matter.

Yours truly,

Allison Velazquez

Allison Velazquez
Legal Assistant
for the Firm

Enc.

P. Hall

JAN - 9 1998

507-28983



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1997

MONTERO, FINIZIO, VELASQUEZ AND WEISSING, P.A.
200 SE 9TH ST
FT LAUDERDALE, FL 33316

SUBJECT: CEE III, INC.
Ref. Number: W97000028983

We have received your document for CEE III, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 897A00061056

Law Offices

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**Admitted in
New Jersey

PLEASE REPLY TO
FT. LAUDERDALE OFFICE

January 6, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: INCORPORATION OF RACEE V, INC.
Our File No.: 555555

To Whom It May Concern:

Enclosed you will find two Original Articles of Incorporation for the above referenced corporation. We had previously enclosed Check # 3854 in the amount of \$122.50 for the filing of a certified copy of CEE III, INC but these Articles were returned to us because of a duplication of name. Please transfer this money to the filing of RACEE V, INC.

Enclosed please find a copy of the letter we sent to you regarding CEE III, INC.

Thank you. Your attention to this matter is greatly appreciated.

Very truly yours,



Allison Velazquez
Legal Assistant for
the Firm

av
Enc.

ARTICLES OF INCORPORATION

OF

RACEE V, INC.

FILED

98 JAN -9 PM 2:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, and other laws of the State of Florida hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

EFFECTIVE DATE

1-6-98

The name of the Corporation is RACEE V, INC..

ARTICLE II

DURATION

The Corporation shall have perpetual existence, effective January 6, 1998.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which this Corporation may be incorporated under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares the Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 200 S.E. 9th Street, Fort Lauderdale, Florida 33316, and the name of the initial Registered Agent of the Corporation at that address is Carlos J. Reyes, Esq. of Montero, Finizio, Velasquez & Weissing, P.A..

ARTICLE VI

INITIAL CORPORATE OFFICE

The street address of the initial corporate office is 19156 N.W. 24th Court, Pembroke Pines, FL 33029.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Eric Perez	19156 N.W. 24 th Court Pembroke Pines, FL 33029

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Carlos J. Reyes, Esq.
200 S.E. 9th Street
Ft. Lauderdale, FL 3316

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation can be made.

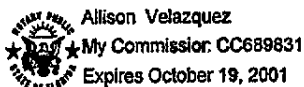
IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 6th day of January, 1998.

Carlos J. Reyes
Carlos J. Reyes
Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take
acknowledgements in the State and County set forth above,
personally appeared Carlos Reyes, known to be and known by me
to be the person who executed the foregoing Articles of
Incorporation, and he acknowledged before me that he executed these
Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal in the State and County aforesaid, this 6th day of
January, 1998.



Allison Velazquez
Name: ALLISON VELAZQUEZ
Commission No.: CC689831
Notary Public
State of Florida at Large

My commission Expires:

10/19/01

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of RACEE V, INC., as made in the foregoing Articles of Incorporation. I hereby am familiar with and accept the duties and responsibilities of Resident Registered Agent for said corporation.

Date: 1/6/98

By:



CARLOS J. REYES
Registered Agent

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

Pursuant to Section 48.091, Florida Statutes, the following is submitted in compliance therewith:

That RACEE V, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation, in the County of Broward, State of Florida, has named Carlos J. Reyes, of 200 S.E. 9th Street, Fort Lauderdale, Florida 33316, as agent to receive service of process within this State.

ACKNOWLEDGEMENT:

Having been named to receive Service of Process for the above-named Corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and to agree to comply with the provision of said Act relative to keeping open said office.


CARLOS J. REYES