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Of Counsel
HARRY G. McCONNELL

February 19, 1998

698019

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32304

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****122.50 ****122.50

Re: Daytona Kart Technologies, Inc.

Dear Sir:

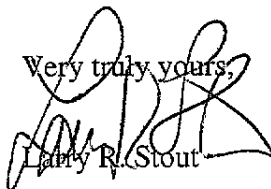
Enclosed herewith are the proposed Articles of Incorporation of the above referenced corporation, along with the Acceptance of Registered Agent which we ask be filed in your office. When the Articles have been filed, I would appreciate receiving a certified copy, indicating the filing date. I have included a photocopy of the proposed Articles of Incorporation for that purpose.

My check is enclosed to cover the following expenses:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
TOTAL	\$ 122.50

Thank you for your attention to this matter. With best regards, I remain,

Very truly yours,


Larry R. Stout

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98 FEB 23 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encl.

cc: Mr. David F. Neubauer
Mr. Kevin Reams
Mr. Richard Jones

CB
2-23-98

ARTICLES OF INCORPORATION
OF
DAYTONA KART TECHNOLOGIES, INC.
A Florida Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

The name of this corporation is: **DAYTONA KART TECHNOLOGIES, INC.**

ARTICLE 2
DURATION

The duration of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

ARTICLE 3
GENERAL PURPOSES

The general purposes for which this corporation is initially organized are to create, own and license go-cart designs and designs of other similar products to manufacturers; to own real and personal property; to purchase, sell and hold real and personal property; and to engage in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE 4
SHARES

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of common voting stock having a par value of one cent (\$0.01) per share.

ARTICLE 5
REGISTERED OFFICE AND AGENT, AND PRINCIPAL OFFICE

The street address of the initial registered office of the corporation is 654 Marina Point, Daytona Beach, Florida 32114. The name of the initial registered agent of the corporation at such address is Kevin Ream. The principal address of the corporation is the same as the registered office address.

ARTICLE 6
DIRECTORS

The number of directors constituting the initial board of directors is two (2), and the name and address of each person who is to serve as a member thereof are as follows:

Kevin Ream
654 Marina Point
Daytona Beach, Florida 32114

Jerry Eplee
P.O. Box 9246
Daytona Beach, Florida 32120

The number of directors may be changed from time to time by the bylaws.

ARTICLE 7
INCORPORATOR

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

Kevin Ream
654 Marina Point
Daytona Beach, Florida 32114

ARTICLE 8
ACTION BY DIRECTORS

The Directors of this Corporation may take action by written consent, as provided by law, in lieu of a meeting, but any action so taken shall be by unanimous written consent of the Directors.

ARTICLE 9
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director or Officer, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed upon him or her in connection with or arising out of any action, suit or proceeding in which he or she may be involved by reason of her or her being or having been a Director or Officer of the Corporation, such expenses to include the cost of reasonable settlements (other than amounts paid to the Corporation itself) made with a view to curtailment of costs of litigation. The Corporation shall not, however, indemnify any Director or Officer with respect to matters as to which he or

she shall be finally adjudged in any such action, suit or proceeding to have been guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its stockholders, or any other person, nor in respect of any matter on which any settlement or compromise is effected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to a final conclusion. The foregoing right of indemnification shall not be conclusive of other rights to which any Director or Officer may be entitled as a matter of law, and is subject in any event to the power of any federal financial institution regulatory agency to prohibit or limit payment of indemnification by the Corporation.

ARTICLE 10 CONFLICTS

No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that one or more of the Directors of the Corporation is or are interested in, or is a director of officer or are directors or officers of such other corporation, and any Director of Directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself, or any firm, association or corporation in which he may be in anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

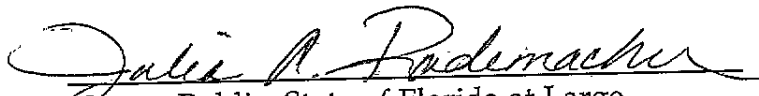
IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these Articles of Incorporation on February 19, 1998.



Kevin Ream, Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation were acknowledged before me on February 19, 1998, by Kevin Ream, who has produced a Florida driver's license as identification.



Notary Public, State of Florida at Large



**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS**

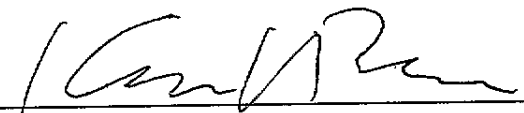
Pursuant to Section 48.901, Florida Statutes, DAYTONA KART TECHNOLOGIES, INC., hereby designates Kevin Ream, 654 Marina Point, Daytona Beach, Florida 32114, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

DAYTONA KART TECHNOLOGIES, INC.

By: 
Kevin Ream, Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of DAYTONA KART TECHNOLOGIES, INC., for service of process within the State of Florida.


Kevin Ream, as Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA