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LEWIS RINDER, P. A.
ATTORNEY AT LAW
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Post Office Box 616
Palm City, Florida 34991
Tel. (561) 283-2221

October 29, 1998

Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation
RACE CAR FACTORY, INC.

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Dear Sir:

Enclosed please find the Articles of Incorporation and resident agent designation for RACE CAR FACTORY, INC.. Please file this document and return the Certificate of Incorporation to me at the above address. We do not require a certified copy of the Articles at this time.

Also enclosed is my check in the amount of \$75.00 to cover your fees in this matter.

Your assistance in this matter is greatly appreciated.

Very truly yours,


LEWIS RINDER

LR/cjr
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
RACE CAR FACTORY, INC.**

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

ARTICLE ONE - NAME

The name of this corporation shall be **RACE CAR FACTORY, INC.**

ARTICLE TWO - DURATION

The term of existence of this corporation shall be perpetual and shall commence on the date the Articles of Incorporation are filed with the Department of State.

ARTICLE THREE - PURPOSE

The general purpose for which this corporation is organized is to engage in or transact any and all lawfull business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR - CAPITAL STOCK

The aggregate number of shares which this corporation has authority to issue is **Two Hundred (200)**, all of which shall be common shares with a par value of **ONE DOLLAR (\$1.00)** per share.

ARTICLE FIVE - REGISTERED OFFICE AND AGENT

The street address of the initial principal office, the street address of the initial registered office and the mailing address of this corporation is **3471-A S.W. Palm City School Road, Palm City, Florida 34990**. The initial registered agent at such address is **RANDY G. CASEY**.

ARTICLE SIX - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is two. The number of directors may be either increased or decreased in the manner provided in the Bylaws, but shall never be less than one.

The names and addresses of the persons who are to serve as the initial director are:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT P. UHLYARIK	2600 S.E. Ocean Boulevard - #II-7 Stuart, Florida 34996
RANDY G. CASEY	9084 S.W. 36th Terrace Palm City, Florida 34990

ARTICLE SEVEN - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, however Board of Directors may not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically prescribe in such bylaw that it shall not be altered, amended or repealed by the Board of Directors.

ARTICLE EIGHT - SHARE TRANSFER RESTRICTIONS

No shareholder of this corporation shall have the right to sell, transfer, assign, pledge, hypothocate, encumber, alienate or otherwise dispose of any shares of stock in this corporation, whether voluntarily, involuntarily or by operation of law, without first offering such shares for sale to the corporation and the corporation's other shareholders. Such offer for sale shall be in writing signed by the offeror; shall specify the number of shares offered for sale; shall be delivered in person or by certified mail, return receipt requested, to the corporation and each of its non-offeror shareholders; and, shall specify the price at which such shares are offered for sale. The price at which such shares shall be offered for sale shall be (a) the price as specified in an agreement between the corporation and/or its shareholders, or, if no such agreement exists, (b) the price specified in a then current bona fide offer to purchase (a copy of which must be attached to the offer for sale), or, if there is no current bona fide offer to purchase, (c) the market value of such shares (based on the market value of the corporation's business activities) as of the last day of the month immediately prior to the date of the offer for sale. The corporation shall have a period of thirty (30) days after receipt of such written offer for sale to accept the offer and make satisfactory arrangements for the purchase of such shares. If the corporation is unable or unwilling to accept

such offer as to all of the offered shares within the time specified, then the corporation's non-offeror shareholders shall have an additional period of thirty (30) days in which to accept the offer and make satisfactory arrangements for the purchase of such shares not purchased by the corporation. Each non-offeror shareholder accepting such offer shall be entitled, but not required, to purchase a portion of the shares not purchased by the corporation in the proportion which the number of shares then owned by him bears to the total number of shares owned by all accepting shareholders. If the corporation and/or its non-offeror shareholders desire to purchase any of the offered shares, then they shall be required to purchase all of the shares offered for sale, unless otherwise specifically agreed to by the offeror shareholder or unless the total number of shares offered for sale are less than the total number of the corporation's shares then owned by the offeror shareholder. If, within the time specified, neither the corporation nor its non-offeror shareholders have accepted the offer for sale as to all of the shares offered, then the offeror shareholder shall have the right, for a period of sixty (60) days after the expiration of the aforesaid two thirty (30) day periods, to sell or transfer any of the offered shares not purchased by the corporation or its non-offeror shareholders to any other purchaser or transferee, however, such sale or transfer shall not be at a price lower than or on terms more favorable to the purchaser or transferee than those offered to the corporation and its non-offeror shareholders.

In the event of the death of any shareholder of this corporation, all of the shares of stock in this corporation owned by such deceased shareholder shall be offered for sale to the corporation and its other shareholders in accordance with the procedure set forth in the foregoing paragraph. The required offer for sale shall be made by the deceased shareholder's personal representative, executor, administrator or other appropriate fiduciary, or heirs (as may be appropriate under the particular circumstances) and such offer shall be made within sixty (60) days after the date of death of the deceased shareholder. If the corporation and/or its non-offeror shareholders desire to purchase any of the offered shares, then they shall be required to purchase all of the shares offered for sale, unless otherwise specifically agreed to by the offeror fiduciary/heir. Any shares of the deceased shareholder offered for sale and not sold or transferred to the corporation or its other shareholders in accordance with the provisions of the foregoing paragraph, may then be distributed to the deceased shareholders heirs/beneficiaries in accordance with the orders of the Court supervising the administration of the deceased shareholder's estate or may be sold to outside buyers or transferees if such possible sale was fully disclosed in the required offer of sale to the corporation and its other shareholders. This paragraph shall not operate to prevent the transfer by operation of law to surviving owners of shares held jointly with the right of survivorship or in a tenancy by the entirety with the deceased shareholder.

In the event that any shares of stock in this corporation are transferred by operation of law or by involuntary transfer, including but not limited to judicial sales, creditor's sales, foreclosures and transfers to trustees in bankruptcy, but not including transfers to joint owners of shares owned jointly with the right of survivorship or in a tenancy by the entireties with a deceased shareholder, then all of such shares shall be offered for sale to the corporation and its other shareholders in accordance with the procedure set forth in the first paragraph of this Article, except the sale price shall be the lower of a) the amount actually paid or payable (if such transfer involves a sale) for such shares by the transferee, or b) the amount specified in the first paragraph of this Article. The required offer for sale shall be made by the appropriate fiduciary, if any, or transferee in any such transfer and shall be made prior to the intended transfer or disposition, if possible, or otherwise within thirty (30) days after the date of the subject transfer. If the corporation and/or its non-offeror shareholders desire to purchase any of the offered shares, then they shall be required to purchase all of the shares offered for sale, unless otherwise specifically agreed to by the offeror fiduciary or transferee or unless the total number of shares offered for sale are less than the total number of the corporation's shares then owned by the offeror shareholder. Any of the shares offered for sale by a fiduciary or received by the transferee as a result of the subject transfer and offered for sale and not sold or transferred to the corporation or its other shareholders in accordance with the procedure set forth above, may be sold by the fiduciary or retained by the transferee, as appropriate.

Any attempted or purported disposition of any shares of stock in this corporation in violation of the terms of this Article shall be void and ineffectual and shall not operate to transfer any interest or title to the subject shares or right to participate in the activities of the corporation to the purported transferee.

Each certificate representing shares of stock in this corporation shall have printed thereon the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principle office of the corporation."

Nothing contained in this Article shall prevent the corporation and/or its shareholders from adopting additional or stricter restrictions on the sale or transfer of the corporation's shares either by bylaws or by separate agreement between the corporation and/or its shareholders.

ARTICLE NINE - PREEMPTIVE RIGHTS

Each shareholder of this corporation shall be entitled to full preemptive rights to acquire, purchase, subscribe for, or receive a right or rights to acquire, purchase or subscribe for, his or her proportional part or share of any unissued or treasury shares of this corporation, or securities or obligations of this corporation convertible into or carrying a right to subscribe for or acquire such shares, which may be issued at any time by this corporation.

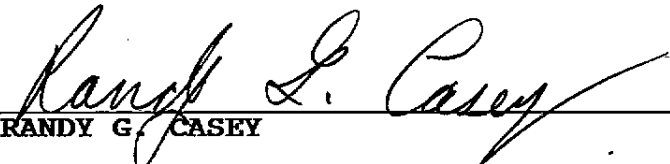
ARTICLE TEN - INCORPORATORS

The name and address of the Incorporator of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT P. UHLYARIK	2600 S.E. Ocean Boulevard - #II-7 Stuart, Florida 34996
RANDY G. CASEY	9084 S.W. 36th Terrace Palm City, Florida 34990

IN WITNESS WHEREOF, the undersigned Incorporators of this corporation have executed these Articles of Incorporation this 29th day of October, 1998.


ROBERT P. UHLYARIK


RANDY G. CASEY

STATE OF FLORIDA)
COUNTY OF MARTIN)

The foregoing Articles of Incorporation were acknowledged before me without oath this 29th day of October, 1998, by ROBERT P. UHLYARIK and RANDY G. CASEY, identified by FL driver licenses.



Lewis Rinder
MY COMMISSION # CC749730 EXPIRES
June 20, 2002
BONDED THRU TROY FAIR INSURANCE, INC.


LEWIS RINDER, Notary Public
My Commission Expires:

FILED

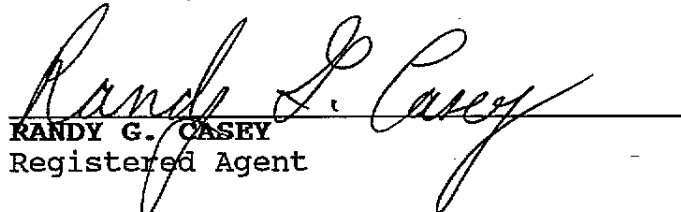
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

The undersigned, who has been named as Registered Agent of the above corporation in Article Five of the foregoing Articles of Incorporation does hereby accept said appointment.

Dated this 29th day of October, 1998.



RANDY G. CASEY
Registered Agent