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LAZARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-01/07/99-01052--003

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. R.P.M. PERFORMANCE MOTORSPORTS INC. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

2.00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

☒ Profit

☐ NonProfit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

☐ Name Reservation

REGISTRATION/
QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Examiner's Initials

ARTICLES OF INCORPERATION OF R.P.M. PERFORMANCE MOTORSPORTS, INC.

THE UNDRSIGNED, subscriber to these articles of incorporation, natural person over the age of eighteen (18) years, competent to contract, hereby present these articles for the formation of a corporation under the laws of the State of Florida:

1. - NAME: The name of the corporation is:

**R.P.M. PERFORMANCE
MOTORSPORTS, INC.**

Here and after referred to as "THE CORPORATION"

2. -CLASSIFICATION: This Corporation shall operate under the regulations of Sub-Chapter "S" of the Corporate Laws. To change this status, it will require an amendment of these Articles as described under paragraph 14 of these Articles.

3. -DURATION: This Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

4. -PURPOSE: The Corporation is organized for the purpose of transacting any and all lawful business.

5. -STOCKHOLDERS: Any person who may own any number of shares of the Corporate Stock is a Stockholder. The Stockholders have, at least one meeting per year, at which time they elect a Board of Directors. Therefore, by definition the Stockholders' meeting is the Highest Authority in the Corporation. The Stockholders' meeting is announced by Secretary of the Corporation, at least 30 days in advance. If the need exists, there can be special Stockholders' meetings; these meetings are also announced by the Secretary of the Corporation by registered mail at least two weeks prior to the meeting.

6. - BOARD OF DIRECTORS: By virtue of their election by the stockholders, the Board of Directors is the Highest Legislative Authority within the Corporation. Members of the Board of Directors need not be Stockholders of the Corporation. The Board of Directors elects a Chairman who presides at all their meetings, and a Secretary, who, as the Corporate Secretary, is responsible for all of the record-

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TALLAHASSEE FLORIDA

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keeping, and announces the meetings of the Stockholders. The Board of Directors elects the Executive Officers of the Corporation, which need not be Stockholders. The Board of Directors then gives directives to the Executive Officers of the Corporation pertaining to the daily concerns of the business. The Board of Directors accepts any new Stockholders. The Board of Directors declares all dividends paid to the Stockholders. All decisions of the Board of Directors are through voting by simple majority rule.

7. -CAPITALSTOCK: This corporation is authorized to issue 10,000 shares of value common stock, which shall be designated "common shares". This common stock will have a par value of One United States Dollar (\$1.00) per share.

7a. -INITIAL CAPITALAZATION of this Corporation will be commenced by the purchase of shares of stock by Alejandro Mendez who will be the only Stockholder and will own all the shares and later distribute to the other possible shareholders their part.

7b. -THE CORPORATION will pay interest for loans to it by stockholders only if approved by the Board of Directors. If any stockholder is burdened by interest to a lending institution in order that he may lend funds to the Corporation, then the Corporation will assume payment of said interest for the duration of the loan, provided the Board of Directors has approved the loan, the amount, and the rate of the interest ahead of time.

7c. -IN THE EVENT OF DEATH of any of the stockholders, in which case his/her shares become part of his/her estate, if within a year the shares become the property of one or more inheritors, a Board of Directors' meeting will be convened. If at that meeting the inheritor(s) are not accepted as Stockholders, Then the corporation will be obligated to buy his/her/their shares at the current book value. The Board of Directors has the right to selectively accept one of the inheritors while, rejecting another. If after a year a year from his death, the deceased stockholder's shares are still in probate, the Board of Directors has the right to decide that the corporation may buy the shares (with the approval of the probate Court) at the current book value.

8. -KEY EMPLOYEES: The corporation may hire Officers and key employees to conduct their business, as may be necessary. All employees will be compensated with the usual salary and benefits, but the Corporation will maintain the right to have a term insurance policy in the name of each such person with the Corporation as the beneficiary. The type and the amount of such policy will be determined by a majority vote of the Board of Directors.

9. -PREEMPITIVE RIGHTS: Every shareholder, upon the sale for cash or in any kind of any new stock of this Corporation shall have the right to purchase his Pro-rata share therefore (as nearly may be done without issuance of fractional shares) at the price at which it is offered to others.

10. -INITIAL REGISTERD OFFICE, PRINCIPAL ADDRESS, AND AGENT: The street address of the initial registered Office and principal Address of this corporation is:

13825 SW 88th Street
Suite 195
Miami, Florida 33186

10a. - The registered Agent's Address is:

Alejandro Mendez
10924 SW 137th Court
Miami, Florida 33186

11. -INTTIAL BOARD OF DIRECTORS: This Corporation shall have Directors constituting the initial Board of Directors. The number of the Board of Directors may either increased or decreased from time to time by the By-Laws. The names and address of the initial Board of Directors of this Corporation are as follows:

NAME	ADDRESS
Rosemary Mendez	10924 SW 137 th Court Miami, Florida 33186
Alejandro Mendez	10924 SW 137 th Court Miami, Florida 33186

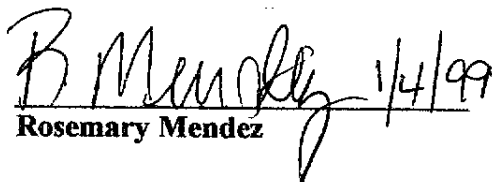
12. -INCORPORATORS: The name and address of each person signing these articles is:

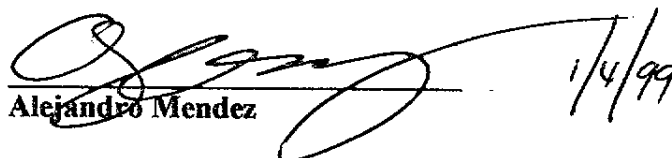
NAME	ADDRESS
Rosemary Mendez	10924 SW 137 th Court Miami, Florida 33186
Alejandro Mendez	10924 SW 137 th Court Miami, Florida 33186

13. -INDEMNIFICATION: The Corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by Law.

14. -AMENDMENT: This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have these Articles of Incorporation this 29th day of December 1998


Rosemary Mendez

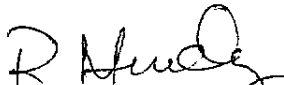

Alejandro Mendez

NOTARY PUBLIC


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMEING AGENT UPON WHOME
PROCESS IS SUBMITTED:**

**FIRST THAT, R.P.M. PERFORMANCE MOTORSPORTS, INC. DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PLACE OF BUSINESS AT THE CITY OF MIAMI STATE OF
FLORIDA, HAS NAMED ALEJANDRO MENDEZ, LOCATED AT 10924 SW
137TH COURT, MIAMI, COUNTY OF DADE, STATE OF FLORIDA ZIP 33186
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.**

**SIGNATURE
NAME:
TITLE:
DATE:**

 1/4/99
**ROSEMARY MENDEZ
PRESIDENT and TREASURER
December 29, 1998**

**SIGNATURE
NAME:
TITLE:
DATE:**

 1/4/99
**ALEJANDRO MENDEZ
VICEPRESIDENT and SECRETARY
December 29, 1998**

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FYRTHHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES**

**SIGNATURE
NAME:
DATE:**

 1/4/99
**ALEJANDRO MENDEZ
December 29, 1998**

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