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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Freedom Offshore Racing, Inc.

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Page Count	03
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

OF

FREEDOM OFFSHORE RACING, INC.

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME and ADDRESS

The name of the corporation shall be FREEDOM OFFSHORE RACING, INC.

The principal place of business and mailing address of this corporation shall be as follows:

Corporate Address:

2009 Micanopy Trail
Nokomis, FL 34275

ARTICLE II

TERM OF EXISTENCE

The term of existence of the corporation shall be perpetual. Corporate existence shall begin on January 11, 1999.

ARTICLE III

NATURE OF BUSINESS

The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any or all lawful activities or business permitted under the laws of the

THIS INSTRUMENT PREPARED BY
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United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is 500 shares, all of which shall be common shares with a par value of \$1.00 per share. The corporation elects to have preemptive rights.

ARTICLE V

REGISTERED AGENT

The street address of the initial registered office of the corporation in Sarasota County, Florida, and the name of its initial registered agent at such address are as follows:

Name and street address

PETER DOERNER
2009 Micanopy Trail
Nokomis, FL 34275

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall have a Board of Directors of one (1) director initially. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The name and address of the person who shall serve as the initial director of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified is as follows:

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Name and street address

PETER DOERNER
2009 Micanopy Trail
Nokomis, FL 34275

ARTICLE VII

INCORPORATOR

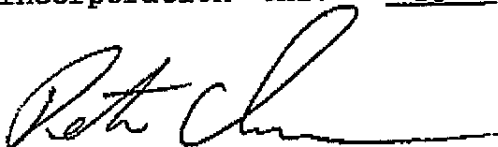
The name and address of the Incorporator to these

Articles of Incorporation is:

Name and street address

PETER DOERNER
2009 Micanopy Trail
Nokomis, FL 34275

IN WITNESS WHEREOF, the undersigned, being the
incorporator(s) hereinbefore named, for the purpose of forming a
corporation pursuant to the Florida Business Corporation Act, has
executed these Articles of Incorporation this 11 day of
January, 1999.



PETER DOERNER, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN
THESE ARTICLES OF INCORPORATION, I HEREBY 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.



PETER DOERNER, Registered Agent

DATE: January 11, 1999

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