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WM. A. OUGHTERSON
JOHN E. PREWITT
FREDERICK G. SUNDHEIM, JR.

T. T. OUGHTERSON
(1904-1983)
FAX (561) 287-0422

January 25, 1999

Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

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122.50 **78.75

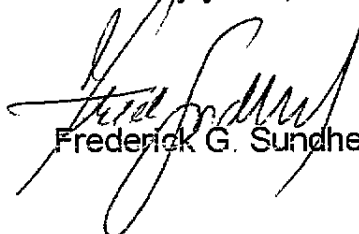
RE: Autobahn Racing, Inc.

Dear Sirs:

I have enclosed a check in the amount of \$122.50 to cover your filing fee and obtaining a certified copy of the enclosed Articles of Incorporation to the above-captioned corporation.

Once the Articles has been filed, please return same to my office in the enclosed self addressed stamped envelope.

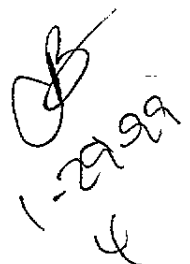
Sincerely yours,


Frederick G. Sundheim, Jr.

FGS:sn
G-5A
Encls.

cc: Mr. Steven Garlock

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99 JAN 26 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
AUTOBAHN RACING, INC.

ARTICLE I. NAME

The name of this corporation shall be AUTOBAHN RACING, INC.

ARTICLE II. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III. NATURE OF BUSINESS

The general nature of the businesses to be transacted by this corporation are: race car preparation and restoration and all other work and services related.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock without nominal or par value. One having a nominal or par value of One (\$1.00) dollars per share.

ARTICLE V. PRINCIPAL AND REGISTERED OFFICE

The street address of the principal office of this corporation in the State of Florida is 3403 SW Cornell Avenue, Palm City, Florida 34990. The street address of the initial registered office of this corporation in the State of Florida is 310 SW Ocean Blvd., Stuart, Florida 34994. The name of the initial registered agent at such address is FREDERICK G. SUNDHEIM, JR.

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TALLAHASSEE, FLORIDA

ARTICLE VI
MANAGEMENT BY SHAREHOLDERS

The business of the corporation shall be managed by the shareholders of the corporation. There will be no directors.

ARTICLE VII. INCORPORATORS

The names and street addresses of the subscribers of these Articles of Incorporation are:

Name	Address	Office
Steven Garlock	3403 SW Cornell Avenue Palm City, FL 34990	P/VP/T/S

ARTICLE VIII. BY-LAWS


The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

ARTICLE IX. AMENDMENTS

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 shareholders and approved) at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. PREEMPTIVE RIGHTS

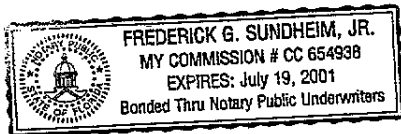
Upon the sale of any unissued or treasury shares of the corporation, each shareholder shall have the preemptive right to purchase his prorata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares will be issued or sold.



STEVEN GARLOCK

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 22 day of
January, 1999, by STEVEN GARLOCK.




Notary Public
My Commission Expires:

I, FREDERICK G. SUNDHEIM, JR., having been designated to act as
Registered Agent, hereby consent to act in that capacity until removed or my
resignation is submitted.


FREDERICK G. SUNDHEIM, JR.

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