

P 990000 17673

RaceGuide, Inc.

(A FLORIDA CORPORATION IN FORMATION)

2735 Embassy Drive, West Palm Beach, FL 33401/ 561-687-8554

February 15, 1999

Secretary of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
99 FEB 22 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

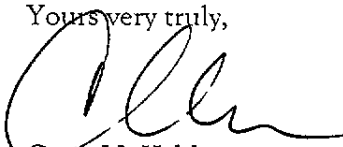
Dear Sir:

Enclosed are two copies of the Articles of Incorporation of the above corporation and two copies of the designation of registered agent.

Please file these documents at your earliest convenience.

Enclosed is the fee for incorporation and certification of \$122.50.

Yours very truly,



Craig U. Kahle
Subscriber
Registered Agent
Incorporator

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-02/24/99--01054--019
***122.50 ***78.75

Rec'd 2/22/99
W-4279

F. CHESSEY FEB 25 1999

ARTICLES OF INCORPORATION

OF

RACEGUIDE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

RACEGUIDE, INC.

The principal place of business of this corporation shall be 2735 Embassy Drive, West Palm Beach, Florida 33401.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation including, but not limited to the ownership and operation of the RaceGuide.Com web site on the world wide web.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000,000 shares of Common Stock having a par value of \$0.001 per share.

ARTICLE IV. INITIAL REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2735 Embassy Drive, West Palm Beach, FL 33401. The name of the initial registered agent of the corporation at that address is Craig U. Kahle, CPA.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

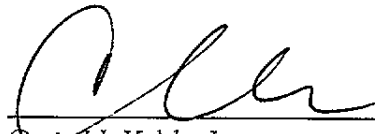
ARTICLE VII. INCORPORATOR

The name and address of the incorporator and subscriber to these Articles of Incorporation is:

Craig U. Kahle

2735 Embassy Drive
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 15th day of February 1999.

 (SEAL)
Craig U. Kahle, Incorporator
and Subscriber

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15 day of February, 1999, by
Craig U. Kahle.


Notary Public, State of Florida at Large

My Commission Expires: _____



Donna H. Lawrence
MY COMMISSION # CC744274 EXPIRES
May 19, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THE STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

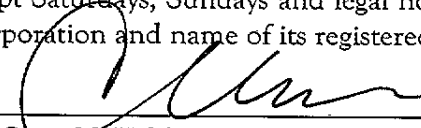
The following is submitted pursuant to Sections 48.091(1) and 607.034, Florida Statutes:

RaceGuide, Inc., desiring to organize under the laws of the State of Florida being in the County of Palm Beach, at 2735 Embassy Drive, West Palm Beach, Florida has named CRAIG U. KAHLE at 2735 Embassy Drive, West Palm Beach, Florida 33401 as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and name of its registered agent.

Date: February 15, 1999 BY:


Craig U. Kahle, Registered Agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15th day of February 1999 by
Craig U. Kahle.


Notary Public, State of Florida at Large

My Commission Expires: _____



Donna H. Lawrence
MY COMMISSION # CC744274 EXPIRES
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