

Arlene F. Austin, P.A.

ATTORNEY AT LAW

5811 Pelican Bay Boulevard
Suite 206A
Naples, Florida 34108

99 JUN 28 AM 11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(904) 514-8211
Fax (904) 514-2797

P99000059382

May 24, 1999

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

300002917113--6
-06/28/99--01090--005
*****78.75 *****78.75

Re: Rock Racing, Inc.
Our File No. 9455.0

EFFECTIVE DATE
16-23-99

Gentlemen:

Enclosed please find the following items relating to the above-referenced corporation:

1. Original and one copy of the Articles of Incorporation;
2. Check made payable to the Florida Secretary of State in the amount of \$78.75 for the following:

A.	Filing Fee	\$	35.00
B.	Certified copy of Articles		8.75
C.	Designation of Registered Agent		35.00
	Total	\$	78.75

The effective date for this corporation should be June 23, 1999. Kindly forward the certified copy of the Articles to the under-signed at your earliest convenience. Thank you for your kind cooperation and assistance.

Very truly yours,


Arlene F. Austin

AFA:el
Enclosures

F. CHESSE

JUN 30 1999

ARTICLES OF INCORPORATION
OF

EFFECTIVE DATE
6-23-99
ROCK RACING, INC.

FILED
99 JUN 28 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Rock Racing, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be on June 23, 1999. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of operating a race car business and engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares of common capital stock.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of the individual who shall serve as the member of the Initial Board Of Directors are:

Todd K. Monthei
4725 Spring Creek Road
Bonita Springs, FL 34134

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be:

4725 Spring Creek Road
Bonita Springs, FL 34134

The name and address of the individual who shall serve as this corporation's initial registered agent at that address is:

Arlene F. Austin
5811 Pelican Bay Blvd., Suite 206A
Naples, FL 34108

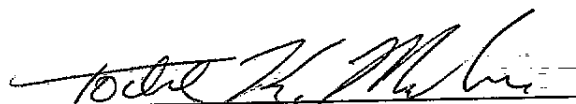
ARTICLE VIII. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

Todd K. Monthei
4725 Spring Creek Road
Bonita Springs, FL 34134

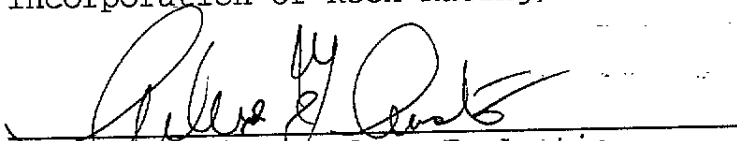
ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Todd K. Monthei - Incorporator

State Of Florida
County Of Collier

On June 23, 1999, Todd K. Monthei, designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me [XX], or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and acknowledged signing these Articles Of Incorporation Of Rock Racing, Inc.


Notary Public: Arlene F. Austin
Commission Expiration Date & Commission Number:


(SEAL)



ARLENE F. AUSTIN
COMMISSION # CC 468483
EXPIRES JUL 9, 1999
BONDED THRU

ACCEPTANCE BY RESIDENT AGENT

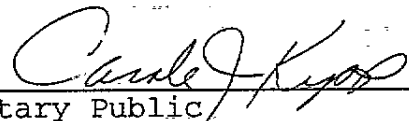
I hereby accept my designation as resident agent and agree to serve as the resident agent of Rock Racing, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Rock Racing, Inc.



Arlene F. Austin - Resident Agent

State of Florida
County of Collier

On June 23, 1999, Arlene F. Austin, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me [XX], or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and acknowledged signing these Articles of Incorporation of Rock Racing, Inc., as resident agent.



Notary Public

CAROLE J KIPP
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

Florida Driver's License
Identification



99 JUN 28 AM 8:07
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA