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99 AUG -2 AM 11:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H. IRWIN LEVY
RETIRED

600002947586--4

-08/02/99-01107-012

122.50 **78.75

July 30, 1999

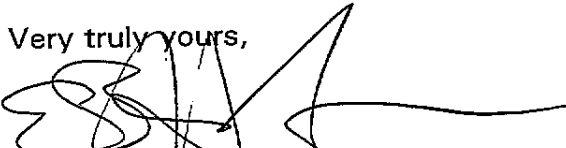
State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: R & D RACING, INC. Articles of Incorporation
File No.

Dear Sir/Madam:

Enclosed is the original and copy of Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$122.50 for the filing fee. Please return a certified copy of the filed Articles to the undersigned.

Very truly yours,


Eleanor B. Halperin

EBH/trc
Enc.

TERRY - F/EGOR GAVE
HALPERIN'S ASST.
AUTHORIZATION BY PHONE TO
CORRECT ARTICLE I - PRINCIPAL
ADDRESS
DATE PH 8/9/99
DOC. EXAM.

ARTICLES OF INCORPORATION

OF

R & D RACING, INC.

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME AND PRINCIPAL OFFICE

The name of the corporation shall be R & D RACING, INC. The principal office and mailing address of the corporation is 8466 Coconut Blvd., West Palm Beach, FL 33412.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is engaging in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of capital stock with a par value of \$1.00 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is 1400 Centrepark Blvd., Suite 1000, West Palm Beach, Florida 33401, and the name of the initial registered agent at such address is Eleanor B. Halperin.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are:

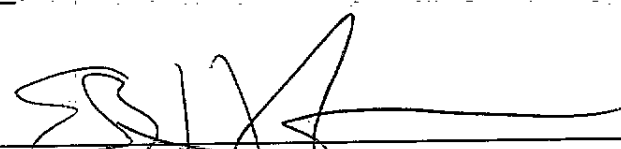
RON HYMAN
8466 COCONUT BLVD., WEST PALM BEACH, FL 33412

DEON O. HYMAN
8466 COCONUT BLVD., WEST PALM BEACH, FL 33412

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles is:
Eleanor B. Halperin, 1400 Centrepark Blvd., Suite 1000, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, we have made and subscribed these Articles
this 30 day of July, 1999.



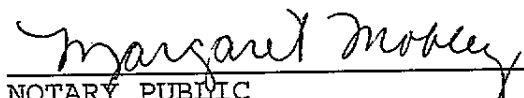
Eleanor B. Halperin,
Incorporator/Director

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

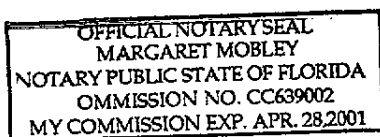
Before me personally appeared Eleanor B. Halperin to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purposes therein expressed. She is personally known to me or produced _____ as identification.

July WITNESS my hand and official seal this 30th day of _____, 1999.

(NOTARIAL IMPRESSION SEAL)



NOTARY PUBLIC
My Commission Expires:



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTRATION OFFICE

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

R & D RACING, INC.

2. The name and address of the registered agent and office is:

ELEANOR B. HALPERIN
1400 Centrepark Boulevard, Suite 1000
West Palm Beach, FL 33401



ELEANOR B. HALPERIN, Incorporator

7/30/99
Date

ACCEPTANCE

Having been named as registered agent and to accept service of
process for the above stated corporation at the place designated in
this certificate, 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.

Dated: 7/30/99



ELEANOR B. HALPERIN