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FRIGOLA, DEVANE & DORL, P.A. FILED

ATTORNEYS AT LAW

FIRST PROFESSIONAL CENTRE • SUITE 12

5701 OVERSEAS HIGHWAY

POST OFFICE BOX 500177

MARATHON, FLORIDA 33050-0177

November 2, 1999

99 NOV -4 AM 11:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ALFRED K. FRIGOLA  
WILLIAM N. DEVANE, JR.  
JAMES J. DORL

TELEPHONE  
(305) 743-6565  
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(305) 743-4143

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

100003035061--4  
-11/04/99-01060-014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: FRAID NOT RACING, INC.

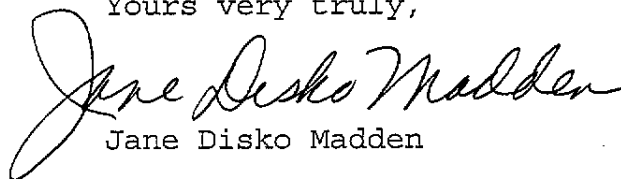
Dear Sir:

Enclosed for filing are an original and one copy of the Articles of Incorporation of **FRAID NOT RACING, INC.**, along with our check in the amount of \$78.75 in payment of the various fees.

Please return the certified copy and corporate charter to this office.

Thank you very much for your assistance in these matters.

Yours very truly,

  
Jane Disko Madden

JDM:bkb

Enclosures

PH 11/5/99

ARTICLES OF INCORPORATION

OF

FRAID NOT RACING, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, do hereby form a corporation for profit under the general laws of the State of Florida pursuant to Section 607.0202, Florida Statutes, and do hereby certify as follows:

ARTICLE I

The name of the corporation shall be FRAID NOT RACING, INC.

ARTICLE II

The location of the principal place of business shall be 1015 15<sup>th</sup> Street, Marathon, Florida 33050.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The Registered office of this corporation is 790 100<sup>th</sup> Street Ocean, Marathon, Florida 33050 and the name of the initial registered agent of the corporation at that address is JANE DISKO MADDEN.

## ARTICLE V

The general nature of the business to be transacted shall be the following:

1. To buy, sell, trade, manufacture, deal in and deal with goods, wares and merchandise of every kind and nature and to carry on such business as is necessary to operate a business, to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business; to hold, acquire, mortgage, lease and convey real and personal property in any part of the world so far as is necessary or expedient in conducting the business of the corporation; and to have any and all powers set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

2. To generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.

3. To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Florida.

## ARTICLE VI

The capital stock shall consist of one thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

#### ARTICLE VII

The amount of capital before beginning business shall be at least Five Hundred and No/100 Dollars (\$500.00).

#### ARTICLE VIII

The number of Directors shall be at least one (1) and not more than three (3) as shall be determined by the By-Laws.

#### ARTICLE IX

The names and addresses of the first Board of Directors and Officers, who subject to the provisions of the Articles of Incorporation, By-Laws and the general laws of the State of Florida shall hold office for the first year of the corporation's existence or until their successors shall be duly elected and qualified are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
JAMES MADDEN	President/ Treasurer/ Director	790 100 <sup>th</sup> Street Ocean Marathon, FL 33050
JANE DISKO MADDEN	Vice-Pres/ Secretary/ Director	790 100 <sup>th</sup> Street Ocean Marathon, FL 33050

#### ARTICLE X

The corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred

upon stockholders herein are granted subject to this reservation. Further, the corporation reserves the right to provide in the By-Laws for issuance of stock certificates; and, the corporation shall have the right of first refusal to purchase any stock issued by this corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names on this 1<sup>st</sup> day of November, 1999.

James M. Madden  
JAMES MADDEN  
President/Treasurer/Director

Jane Disko Madden  
JANE DISKO MADDEN  
Vice-President/Secretary/Director

STATE OF FLORIDA

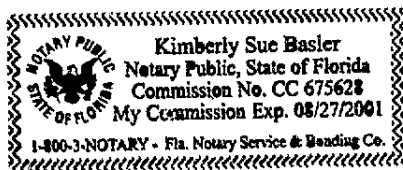
COUNTY OF MONROE

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared JAMES MADDEN and JANE DISKO MADDEN, who are personally known to me and who after being by me first duly sworn and cautioned, depose and said that they read the foregoing Articles of Incorporation, that the statements contained therein are true and correct for the purposes therein expressed, and that this is their free and voluntary act and deed.

SWORN TO AND SUBSCRIBED before me this 1 day of November, 1999.

(SEAL)

Kimberly Sue Basler  
NOTARY PUBLIC, State of Florida



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ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, JANE DISKO MADDEN, hereby accept designation as Registered  
Agent of FRAID NOT RACING, INC.

  
JANE DISKO MADDEN