

TRANSMITTAL LETTER

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99 NOV 24 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: Roberts Racing, Inc.
(Proposed corporate name - must include suffix)

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-11/24/99--01053--014
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

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TALLAHASSEE, FLORIDA

FROM: Michael C. Murray, Attorney at Law
Name (Printed or typed)

600 Gillam Road - P. O. Box 271
Address

Wilmington, Ohio 45177 - 0271
City, State & Zip

(937) 382-1494, x-1013
Daytime Telephone number
F. GIBSON DEC 1 1999

Please return a date-stamped copy of the enclosed Articles to me in the enclosed stamped, self-addressed envelope.

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

ROBERTS RACING, INC.

ARTICLE 1.

Section 1.1 Name and Address. The name of the Corporation is Roberts Racing, Inc. and the mailing address of the Corporation is 14920 Evans Ranch Road, Lakeland, Florida 33809.

ARTICLE 2.

Section 2.1 Duration. The period of duration of the Corporation is perpetual.

ARTICLE 3.

Section 3.1 Powers. The Corporation is organized for the purposes of transacting any and all useful business.

Section 3.2 Authority of Directors. The Board, subject to any specific written limitations or restrictions imposed by law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

ARTICLE 4.

Section 4.1 Stock Certificates. Certificates of stock shall be signed by the President or the Vice-President and the seal of the Corporation shall be impressed thereon.

Section 4.2 Number of Authorized Shares. The aggregate number of shares of stock that the Corporation shall have the authority to issue is one thousand (1,000) of common stock with a par value of One Dollar (\$1.00) per share.

Section 4.3 Pre-Emptive Rights. The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE 5.

Section 5.1 Cumulative Voting. At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single

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director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE 6.

Section 6.1 **Bylaws.** The power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.

Section 6.2 **Director Conflicts.** Any contract or other transaction between the Corporation and one or more of its directors, a committee, shareholders or employees in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the Corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

Section 6.3 **Indemnification and Related Matters.** The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

Section 6.4 **Removal of Directors.** At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.

Section 6.5 **Amendment of Articles of Incorporation.** The Corporation reserves the right to amend the Articles in any manner now or hereafter permitted by the law, as provided by the Bylaws.

ARTICLE 7.

Section 7.1 **Organizing Directors.** The initial Board of Directors shall consist of one (1) Director. The number of Directors may be either increased or diminished from time to time by amendment to the Bylaws. The names and addresses of the initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
G. Thomas Roberts	14920 Evans Ranch Road Lakeland, Florida 33809

ARTICLE 8.

Section 8.1 **Registered Agent and Registered Office.** The name and address of the initial Registered Agent of the Corporation is G. Thomas Roberts whose mailing address is 14920 Evans Ranch Road, Lakeland, Florida 33809.

ARTICLE 9.

Section 9.1 **Incorporator.** The name and address of the person signing these Articles is G. Thomas Roberts whose mailing address is 14920 Evans Ranch Road, Lakeland, Florida 33809.

18 IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this day of November, 1999.

G. Thomas Roberts
G. Thomas Roberts

STATE OF FLORIDA)
) ss.
COUNTY OF POLK)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared G. Thomas Roberts, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 18 day of November, 1999.

Loren L. Butcher, Jr.

Print Name: _____
Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____

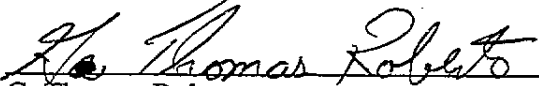


Loren L. Butcher, Jr
My Commission CCG16757
Expires March 24, 2001

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

G. Thomas Roberts whose address is 14920 Evans Ranch Road, Lakeland, Florida 33809 is the initial registered agent named in the Articles of Incorporation to accept service of process for Roberts Racing, Inc., a corporation organized under the laws of the State of Florida, hereby accepts such appointment as registered agent at the place designed in this certificate.

DATED this 18 day of November, 1999.


G. Thomas Roberts

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