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FLORIDA PROFIT CORPORATION OR P.A.

MISURACA-YARBOROUGH ENTERPRISES, INC.

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ARTICLES OF INCORPORATION
OF

Misuraca-Yarborough Enterprises, Inc.

I, the incorporator and undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, do hereby present these Articles of Incorporation, to become a corporation under the laws of the State of Florida, and do hereby accept all of the rights, privileges, benefits and obligations conferred and issued by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the corporation hereby organized.

ARTICLE I - NAME

The name of the corporation shall be:

Misuraca-Yarborough Enterprises, Inc.

ARTICLE II - GENERAL NATURE OF THE BUSINESS

The nature of the business, or objects or purposes to be transacted, promoted and carried on are:

1. To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.
2. The primary purpose of the corporation will be the manufacturing and competitive racing of motor vehicles and the furnishing of products and services affiliated with or related thereto and transaction of any and all business necessary or related thereto.

ARTICLE III - CAPITAL STOCK AUTHORIZED

The amount of capital stock authorized shall consist of five thousand (5,000) shares of common voting stock, fully paid and non-assessable, having a par value of One Dollar (\$1.00) per share, payable in lawful money of the United States of America. The capital stock of the corporation may at any time be increased or decreased as provided by the laws of the State of Florida.

ARTICLE IV - CLASSES OF STOCK

The Corporation shall have two (2) additional classes of stock authorized, non-voting, fully paid and non-assessable having a par value of one dollar (\$1.00). The additional two (2) classes of stock shall have no pre-emptive rights.

Prepared by:
ace Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
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ARTICLE V-BEGINNING CAPITAL

The amount of capital with which this corporation will begin business is in excess of One Thousand and No/100 Dollars (\$1,000) or in excess thereof.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall begin existence at the time and date of the filing of the Articles of Incorporation with the State of Florida. This corporation shall have perpetual existence.

ARTICLE VII - LOCATION

The initial address of the principal office of this corporation in the State of Florida shall be Suite 605-II, 3825 Henderson Blvd, Tampa, Florida 33629, Hillsborough County, or at such other place either within or without the State of Florida, as from time to time may be fixed by the Board of Directors.

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall initially have three (3) directors. The number of directors may be increased or decreased from time to time by action taken in accordance with the By-Laws of the corporation. All of said directors shall be at least twenty-one (21) years of age and are citizens of the United States of America.

ARTICLE IX - INCORPORATOR

The incorporators of this corporation is:

Joseph C. Hogue

No. 704, 19450 Gulf Blvd.

Indian Shores, Florida 33785

ARTICLE X - REDEMPTION OF STOCK UPON DEATH OF STOCKHOLDER

Upon the death of a stockholder of common voting stock, his stock shall be subject to purchase by the corporation or by the other common voting stockholders at such price and upon such terms and conditions and in such manner as may be provided for in the By-Laws of this corporation and/or provided in the agreements and contracts between the stockholders and/or the stockholders and the corporation in a manner consistent with law and these Articles.

ARTICLE XI - ALIENATION OF STOCK AND RESTRICTIONS THEREON

A stockholder of common voting stock of this corporation may sell or transfer any of such stockholder's shares of common voting stock on this corporation only after first offering said stock at the proposed selling price to the corporation and the remaining stockholders of

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common voting stock in writing for a period of thirty (30) days. The shares of common voting stock proposed to be sold or transferred may not be voted or counted for any purpose at stockholders' meetings for determining whether the corporation shall purchase such stock.

The corporation's shareholders of common voting stock are specifically authorized from time to time to adopt By-Laws not inconsistent therewith restraining the alienation of shares of common voting stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLES XII - RESERVATION OF RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ARTICLES OF CORPORATION

This corporation reserves the right to amend, alter, change or repeal any provision contained herein the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XIII - PRE-EMPTIVE RIGHTS

The stockholders of the common stock only of this corporation shall have the pre-emptive right. Any unissued or temporary shares of the corporation and securities of the corporation convertible into or carrying a right to subscribe to or acquire shares must first be offered to holders of common voting shares, exclusively. Each such holder shall have the right to subscribe to and purchase pro-rata share for share with every other holder of shares. The purchase price shall be fixed by the Board of Directors. The shareholders of common voting stock shall have a period of thirty (30) days in which to exercise any pre-emptive rights after which time sale may be made to anyone other than shareholders common voting of this corporation.

ARTICLE XIV - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Chapters 48.091, 607.501 and 607.0504, Florida Statutes, Joseph C. Hogue, desiring to organize the corporation named herein under the laws of the State of Florida, with its principal office as indicated in these Articles of Incorporation in the County of Hillsborough, State of Florida, has designated its initial registered office as Suite 605-H, 3825 Henderson Blvd., Tampa, Florida 33629 and has named William M. Holland, Jr. its initial registered agent, at that address.


Joseph C. Hogue, Incorporator

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Joseph C. Hogue, who executed the foregoing Articles and he acknowledged before me that he executed and subscribed to these Articles of Incorporation and he either produced _____ as identification or is personally known to me.

WITNESS my hand and seal in the County and State aforesaid, this 1st day of Dec., 1999.

David X. Spielvogel
NOTARY PUBLIC
Print Name:
State of Florida at Large

My commission Expires:



ACKNOWLEDGEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for the above-stated corporation, at the place designated in the Articles of Incorporation, William M. Holland, Jr., hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping said office open.

William M. Holland, Jr.
William M. Holland, Jr.

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