

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



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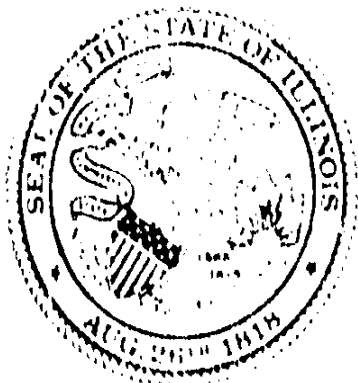
Whereas,

ARTICLES OF INCORPORATION OF SHANNON CAR CORPORATION INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois.

at the City of Springfield, this 12TH day of AUGUST A.D. 1991 and of the Independence of the United States the two hundred and 16TH



George H Ryan SECRETARY OF STATE

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Form **SCA-2.10** | **ARTICLES OF INCORPORATION**

(Rev. Jan. 1991)

Secretary of State
 Department of Business Services
 Springfield, IL 62756
 Telephone (217) 782-6961

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

SUBMIT IN DUPLICATE

This space for use by Secretary of State

Date: 8-12-91
 Franchise Tax \$ 25.00
 Filing Fee \$ 25.00
 Approved: [Signature] 100.00

1. CORPORATE NAME: SHANNON CAR CORPORATION

(The corporate name must contain the word "corporation", "company," "incorporated," "limited" or an abbreviation thereof.)

2. Initial Registered Agent: Morrie Much
First Name Middle Initial Last name

Initial Registered Office: 200 North LaSalle 2100
Number Street Suite #
Chicago 60601 Cook
City Zip Code County

3. Purpose or purposes for which the corporation is organized:
 (If not sufficient space to cover this point, add one or more sheets of this size.)

To transact any and all lawful business for which a corporation may be organized under the Illinois Business Corporation Act.

To manufacture racing cars, parts and accessories.

4. Paragraph 1: Authorized Shares, Issued Shares and Consideration Received.

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	\$ NPV	10,000	3,000	\$ 10,000
				TOTAL \$ 10,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are
 (If not sufficient space to cover this point, add one or more sheets of this size.)

(over)

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5. **OPTIONAL:** (a) Number of directors constituting the initial board of directors of the corporation _____
 (b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:
 Name _____ Residential Address _____

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6. **OPTIONAL:** (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
 (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
 (c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
 (d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. **OPTIONAL: OTHER PROVISIONS**
 Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated August 6, 19 91

<p>1. <u>Morrie Much</u> Signature and Name Signature _____ Morrie Much (Type or Print Name)</p>	<p>Address <u>200 North LaSalle Street, Suite 2100</u> Street <u>Chicago, Illinois 60601</u> City/Town State Zip Code</p>
<p>2. _____ Signature _____ (Type or Print Name)</p>	<p>2. _____ Street _____ City/Town State Zip Code</p>
<p>3. _____ Signature _____ (Type or Print Name)</p>	<p>3. _____ Street _____ City/Town State Zip Code</p>

(Signatures must be in ink on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on carbonated copies.)
 NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice President and verified by him, and attested by its Secretary or Assistant Secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25 and a maximum of \$1,000,000.
- The filing fee is \$75
- The minimum total due (franchise tax + filing fee) is \$100.
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
- The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.



FILED

AUG 12 1991

RETURN TO:
Monica Amey
 Much Shellist Fred Denenberg Amert & Eiger, P.C.
 200 North LaSalle Street - Suite 2100
 Chicago, Illinois 60601-1095

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 Department of Business Services
 Springfield, IL 62756
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