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DESIGNATION OF REGISTERED AGENT

OF

BRITISH SPORTS CAR CLUB, LTD.

TO THE SECRETARY OF STATE OF THE STATE OF TENNESSEE:

Pursuant to the provisions of Section 48-1201 of the Tennessee General Corporation Act, the undersigned incorporators of a domestic corporation being organized under the Act submit the following statement for the purpose of designating the registered agent for the corporation in the State of Tennessee:

1. The name of the corporation is British Sport Cars Club, Ltd.
2. The address of the corporation is P. O. Box 38009, Germantown, Tennessee 38138.
3. The name and address of its registered agent in the State of Tennessee shall be:

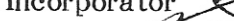
James R. Garts, Jr.
Suite 1300, One Commerce Square
Memphis, Tennessee 38103

DATED: 8-2-82

BRITISH SPORTS CAR CLUB, LTD.

By: Al Noah
Incorporator

By: William W. Harkin
Incorporator

Incorporator _____
By:  _____
Incorporator _____

State of Tennessee



T5 0170
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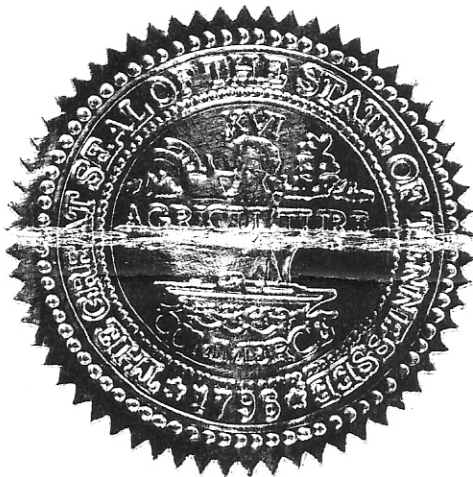


CERTIFICATE

The undersigned, as Secretary of State of the State of Tennessee, hereby certifies that the attached document was received for filing on behalf of _____, BRITISH SPORTS CAR CLUB, LTD.,
(Name of Corporation)

was duly executed in accordance with the Tennessee General Corporation Act, was found to conform to law and was filed by the undersigned, as Secretary of State, on the date noted on the document.

THEREFORE, the undersigned, as Secretary of State, and by virtue of the authority vested in him by law, hereby issues this certificate and attaches hereto the document which was duly filed on _____ August Sixth _____, 19__82__.



Gentry Crowell
Secretary of State *ma*

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CHARTER
OF
BRITISH SPORTS CAR CLUB, LTD.

T5 0170

The undersigned natural persons, having capacity to contract and acting as the incorporators of a corporation under the Tennessee General Corporation Act, adopt the following charter for such corporation:

1. The name of the corporation is British Sports Car Club, Ltd.
2. The duration of the corporation is perpetual.
3. The principal office of the corporation is located in Shelby County, Tennessee, and its address is P. O. Box 38009, Germantown, Tennessee 38138.
4. The corporation is not for profit.
5. The corporation is organized for pleasure, recreation, and other non-profitable purposes connected with the restoration, preservation, and use of British sports cars; together with such other activities relating to the use and enjoyment of British sports cars as may be appropriate under the laws of Tennessee and within the purposes described in Section 501(c)(7) of the Internal Revenue Code of 1954.
6. This corporation shall have members.
7. No dividends shall be paid and no part of any net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the corporation may pay reasonable compensation for services rendered and make reasonable reimbursement for expenses incurred on behalf of the corporation together with appropriate payments and distributions in furtherance of the purposes set forth in Paragraph 5 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities which are not permitted to be carried on by a corporation exempt from federal income taxes under Section 501(c)(7) of the Internal Revenue Code of 1954.

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8. Upon dissolution of the corporation and after paying or making provision for payment of all the liabilities of the corporation, the assets of the corporation shall be distributed in a manner agreeable to a two-thirds (2/3) majority vote of all members not inconsistent with the qualifications and requirements of Section 501(c)(7) of the Internal Revenue Code of 1954. 15 0170

DATED: 8-2-82

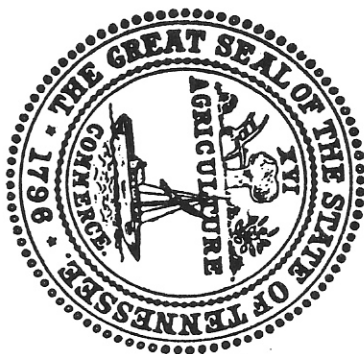
INCORPORATORS

Al Noah
Al Noah

William Wirt Harlin
Keith Macumber

Wirt Harlin
Wirt Harlin

State of Tennessee



CHARTER
OF

BRITISH SPORTS CAR CLUB, LTD.

RECEIVED FEE, \$ 10.00
RECEIVED TAX, \$
TOTAL, \$ 10.00

Henry Crowell

Secretary of State.

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STATE TAX
REGISTRATION FEE 5.00
RECORD FEE

AUG 12 11 38 AM '84

STATE OF TENNESSEE
SHELBY COUNTY
Recorder
Henry Crowell

James Coats Jr.
1300 Commerce Square
Memphis TN 38103