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**F96000006528**

**CT CORPORATION SYSTEM**

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Address  
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City State Zip Phone

600002026276--6  
-12/11/96--01069--022  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**CORPORATION(S) NAME**

W96-26009

*Rec-13*

*Action Performance Companies, Inc.*

96 DEC 11 PM 12:28  
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**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

December 11, 1996

**CT CORPORATION SYSTEM**

**SUBJECT: ACTION PERFORMANCE COMPANIES, INC.**  
Ref. Number: W96000026009

We have received your document for ACTION PERFORMANCE COMPANIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 796A00055376

*Michael, 12-13-96  
please see correction.  
Please back date to  
12-11-96.*

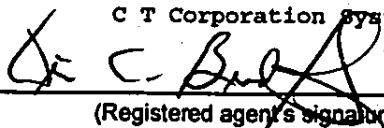
*Thanks.  
Tamara*

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:

1. Action Performance Companies, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Arizona  
(State or country under the law of which it is incorporated)
3. 86-0704792  
(FEI number, if applicable)
4. May 15, 1992  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.158, F.S.))
7. 2401 West 1st Street, Tempe, Arizona 85281  
(Current mailing address)
8. manufacturing, licensing and selling motorsports and other collectibles and consumer items, and all manner of activity related thereto.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:  
Name: C T Corporation System  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)
10. Registered agent acceptance:  
*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.*

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TALLAHASSEE, FLORIDA

C T Corporation System  
  
(Registered agent's signature) (Officer)

William C. Bradford, Jr., Vice President  
(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Fred W. Wagenhain

Address: 2401 West 1st Street  
Tempe, Arizona 85281

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: see attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: see attached list of officers

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

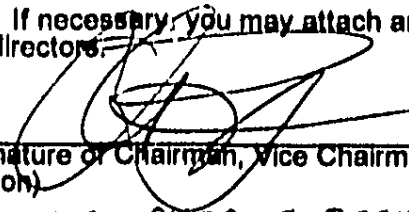
Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. CHRISTOPHER S. BESING - CFO.  
(Typed or printed name and capacity of person signing application)

Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of  
Action Performance Companies, Inc.**

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1. Fred W. Wagenhals, President and Chief Executive Officer  
2401 West 1st Street  
Tempe, Arizona 85281
2. Tod J. Wagenhals, Executive Vice President and Secretary  
2401 West 1st Street  
Tempe, Arizona 85281
3. Christopher S. Besing, Vice President, Treasurer and CFO  
2401 West 1st Street  
Tempe, Arizona 85281

**Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Directors of  
Action Performance Companies, Inc.**

---

1. Fred W. Wagenhals  
2401 West 1st Street  
Tempe, Arizona 85281
2. Tod J. Wagenhals  
2401 West 1st Street  
Tempe, Arizona 85281
3. Christopher S. Besing  
2401 West 1st Street  
Tempe, Arizona 85281
4. Jack M. Lloyd  
2401 West 1st Street  
Tempe, Arizona 85281
5. Robert H. Manschot  
2401 West 1st Street  
Tempe, Arizona 85281

# State of Arizona



OFFICE OF THE

## CORPORATION COMMISSION

*To all to whom these presents shall come, greeting:*

*I, James Matthews, Executive Secretary of the Arizona Corporation Commission, do hereby certify that*

**\*\*\*ACTION PERFORMANCE COMPANIES, INC.\*\*\***

*a domestic corporation organized under the laws of the state of Arizona, did incorporate on May 15, 1992.*

*I further certify that this corporation has filed all affidavits and annual reports and paid all filing fees required to date and, therefore, is in good standing in this state.*



*IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capitol, this 26th day of November, 1996, A. D.*

*James Matthews*  
Executive Secretary

BY: *Missile Willie*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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