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LAW OFFICES

MAQUIRE & DVORES, P.A.

1850 TOLA PARK CENTRE
200 EAST ROBINSON STREET

ORLANDO, FLORIDA 32801

TELEPHONE
(407) 841-0443

FACSIMILE
(407) 841-0850

RAYMOND F. MAQUIRE, III*
MARILYN D. DVORES**
HARRIS N. DVORES***
JOE W. FIXEL, OF COUNSEL*

*EMINENT DOMAIN
**CONSTRUCTION LITIGATION
***MORTGAGE FORECLOSURES
***COMMERCIAL LITIGATION
***CORPORATE TRANSACTIONS

OUR FILE NO. 1665-1

May 13, 1996

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

300001824538
-05/16/96--01053--010
****122.50 ****122.50

Re: Articles of Incorporation of Heaven Bound Motorsports,
Inc.

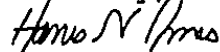
Dear Sir:

Enclosed herewith please find the duplicate original Articles of Incorporation for the above-captioned corporation, together with our cost check in the amount of \$122.50 as the filing fee required for the Articles as follows:

Filing Fee	\$35.00
Certified copy of Articles	52.50
Registered Agent Fee	<u>35.00</u>
Total	\$122.50

Please forward to us the certified copy of the Articles of Incorporation. Thank you for your courtesy and cooperation in this matter.

Sincerely,



Harris N. Dvores

HND:pab

Enclosures: 1. Articles of Incorporation
2. Check for \$122.50

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SN MAY 23 1996

ARTICLES OF INCORPORATION
OF

HEAVEN BOUND MOTORSPORTS, INC. JALANASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation:

ARTICLE I

The name of the corporation shall be Heaven Bound MotorSports, Inc., and the proposed place of business shall be 8718 Rancho Ct, Orlando, FL 32836.

ARTICLE II

The period of the duration of this corporation shall be perpetual, unless dissolved according to law.

ARTICLE III

A. The purposes for which Heaven Bound MotorSports, Inc. is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

B. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV

The qualifications for members are that they must be born again Christians.

ARTICLE V

The number constituting the initial Board of Directors of the corporation is three, and the names and addresses of the persons who are to serve initially are:

Luther Conway (Buddy) Shelton, III
8718 Rancho Ct.
Orlando, FL 32836

Lisa Kim Shelton
8718 Rancho Ct.
Orlando, FL 32836

Gerald Hardage
233 Harbour Gardens Ct.
Edgewood, FL 32806

The Board of Directors shall be elected as provided in the corporation's bylaws.

ARTICLE VI

This corporation is organized under a non-stock basis.

ARTICLE VII

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in §501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

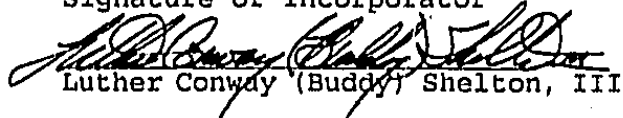
ARTICLE VIII

The name and address of the incorporator is:

Luther Conway (Buddy) Shelton, III
8718 Rancho Ct.
Orlando, FL 32836

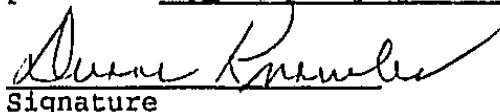
IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 7th day of May, 1996.

Signature of Incorporator


Luther Conway (Buddy) Shelton, III

STATE OF FLORIDA
COUNTY OF ORANGE

THE FOREGOING instrument was acknowledged before me this 7th
day of May, 1996, by Luther Conway (Buddy) Shelton, III, who
produced proper identification and who did take an oath.


Signature

NOTARY PUBLIC
Title or rank

Name of officer printed
typed or stamped.
DUANE KNOWLES
My Commission CC520894
Expires Feb. 01, 2000

Commission number



CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND OFFICE

Pursuant to the provisions of §607.0501, Florida Statutes, the
undersigned corporation, organized under the laws of the State of
Florida, submits the following statement in designating the
registered agent and office thereof in the state of Florida.

1. The name of the corporation is: Heaven Bound MotorSports,
Inc.
2. The name and address of the registered agent and office
is:

6. 4

Signed: Luther Conway (Buddy) Shelton, III
Luther Conway (Buddy) Shelton, III
Registered Agent

Date: _____

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, 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 RELATING TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: *Luther Conway (Buddy) Shelton, III*
Luther Conway (Buddy) Shelton, III

Luther Conway (Buddy) Shelton, III

Date: _____

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DEPT. OF STATE
TALLAHASSEE, FLORIDA