JOHN E. SULLIVAN, P.A.

329 PAULS DRIVE
BRANDON, FLORIDA 39511

(813) 681-3480 FAX: (813) 681-8717

JOHN EUGENE SULLIVAN

GARDNER WISE BECKETT OF COUNSEL (1924-1994)

October 3, 1996

BRANCH OFFICE

ST PETERSBURG, FLORIDA (813) 347-4615

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Corporate Records Bureau Division of Corporations Department of State P.O. Box 6327 Tallahassee, FL 32314

Re: Tampa Bay Area Racing Assoc., Inc.

Dear Sirs:

Enclosed is an original and one copy of Articles of Incorporation for the above captioned corporation and a check payable to your order in the amount of \$70.00. Please return a file-stamped copy of the Articles of Incorporation to my office in the envelope provided.

Very truly yours,

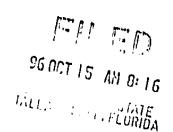
John E. Sullivan

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ARTICLES OF INCORPORATION

OF



TAMPA BAY AREA RACING ASSOC., INC. A NOT FOR PROFIT CORPORATION

The undersigned, acting as incorporator of a not for profit corporation pursuant to the provisions of Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

TAMPA BAY AREA RACING ASSOC., INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

7815 Commerce Street Riverview, FL 33569

ARTICLE III. PURPOSE

The corporation is organized to foster and promote the interest of its members who are engaged in the business of auto racing; to represent said members in negotiations and dealings with race track owners; to enter into, make, and perform contracts of a sort and description necessary to the activities of the corporation

with any person, firm, association, corporation, municipality, county, state, or government entity; to receive and pay out funds on behalf of the members of the corporation; and to associate its members together in such fashion that their united efforts in fostering the interests of auto racing will result in tangible improvements inuring to their common good, betterment, and welfare.

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

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) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are to be elected or appointed is as stated in the Bylaws.

ARTICLE V. LIMITATION OF CORPORATION POWERS

The corporate powers of this corporation are as provided in §671.0302, Florida Statutes.

ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Don Rehm 7815 Commerce Street Riverview, FL 33569

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Don Rehm 7815 Commerce Street Riverview, FL 33569

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the \underline{g} day of October, 1996.

Don Dohm

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Don Rehm, having a business office identical with the registered office of the corporation named in the foregoing Articles and having been designated as the Registered Agent in the foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under §607.0505, Florida Statutes.

Jon Rehm

