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(Requestor's Name)

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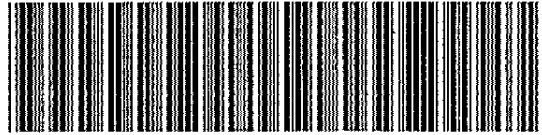
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.S. 2-15

JEFFREY P. ZANE, P.A.
ATTORNEY AT LAW
4800 RIVERSIDE DRIVE
SUITE 101
PALM BEACH GARDENS, FLORIDA 33410

JEFFREY P. ZANE*

***MEMBER OF
FLORIDA & NEW YORK BAR**

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February 8, 2005

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

SUBJECT: RTM Motorsports, Inc.

FROM:

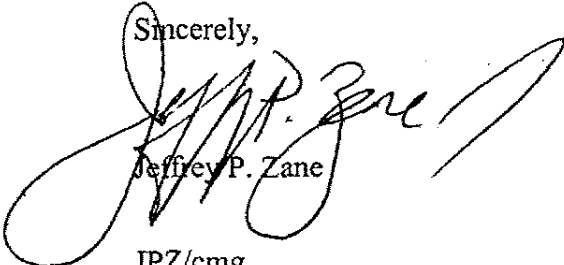
Jeffrey P. Zane, Esquire
Jeffrey P. Zane, P.A.
4800 Riverside Drive
Suite 101
Palm Beach Gardens, Florida 33410

For further information concerning this matter, please call Jeffrey P. Zane, Esquire at (561) 627-1277.

Enclosed are an original and two (2) copies of the Articles of Incorporation and a check for:

\$87.50 for Filing Fee, Certificate of Status & Certified Copy

Sincerely,



Jeffrey P. Zane

JPZ/cmg

encl.

**ARTICLES OF INCORPORATION
OF
RTM MOTORSPORTS, INC.**

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05 FEB - 7 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby act as incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: RTM Motorsports, Inc..

ARTICLE II

The street address of the principal office of the Corporation is: 15131 80th Drive North, Palm Beach Gardens, Florida 33418.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

The initial street address of the Corporation's registered office is: 4800 Riverside Drive, Suite 101, Palm Beach Gardens, Florida, 33410. The initial registered agent for the Corporation at that address is: Jeffrey P. Zane, Esquire.

ARTICLE V

The initial board of directors shall consist of two members. This number may be increased or decreased from time to time in accordance with the Corporations's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Names	Addresses
Alfred I. Capuano	15131 80th Drive North, Palm Beach Gardens, Florida 33418
Marcia E. Pann	15131 80th Drive North, Palm Beach Gardens, Florida 33418

ARTICLE VI

The names and street addresses of the persons signing these articles of incorporation are:

Names	Addresses
Alfred I. Capuano	15131 80th Drive North Palm Beach Gardens, Fl. 33418
Marcia E. Pann	15131 80th Drive North Palm Beach Gardens, Fl. 33418

ARTICLE VII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.


IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation.



Alfred I. Capuano
Incorporator

2/3/05

Date



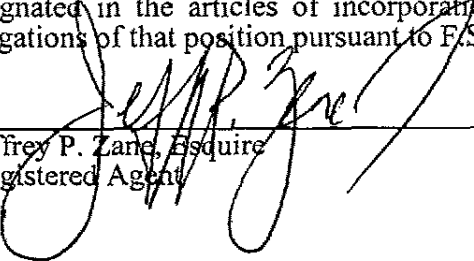
Marcia E. Pann
Incorporator

2/3/05

Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for RTM Motorsports, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.



Jeffrey P. Zane, Esquire
Registered Agent

2/3/05

Date

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