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March 5, 1996

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Department of State
Divisions of Corporations
P. O. Box 6327
Tallahassee, FL 32314

BY COURIER SERVICE

Enclosed are the following documents pursuant to the incorporation of **American Spirit Motorsports, Inc.:**

1. The executed Articles of Incorporation of **American Spirit Motorsports, Inc.**
2. A copy of the executed Articles of Incorporation to be certified and returned.
3. A check in the amount of \$122.50 to cover the following items:

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

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Will
Wait

Yours very truly,

W P Battaglia
William P. Battaglia

WPB/r

cc: Thurston Robert Ackerbloom, Jr. w/copy
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STATE OF FLORIDA
DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
AMERICAN SPIRIT MOTORSPORTS, INC.**

EFFECTIVE DATE
3-5-96

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be American Spirit Motorsports, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 5974-B Lakehurst Drive, Orlando, Florida 32819, and its mailing address is 5974-B Lakehurst Drive, Orlando, Florida 32819.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the later of the 5th day of March, 1996, or the date which is five (5) business days prior to the date these Articles of Incorporation are filed by the Secretary of State, and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 222 West Comstock Avenue, Suite 101, Winter Park, Florida 32789. The name of the initial registered agent of the Corporation at the registered office shall be W. P. Battaglia.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of one person. The name and address of the person who shall serve as director of the Corporation until the first meeting of shareholders is:

Name
Jacob Warren

Address
8431 Dimare Drive
Orlando, Florida 32822

ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

Name
W. F. Battaglia

Address
222 West Comstock Avenue, Suite 101
Winter Park, Florida 32789

ARTICLE IX

Preemptive Rights

The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation as provided in Florida Statutes §607.0630.

Executed this 5th day of March, 1996.

W.P.B. Battaglia
W. P. Battaglia, Incorporator

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STATE OF FLORIDA
MARCH 5 1996

ACCEPTANCE OF REGISTERED AGENT

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.

W.P.B. Battaglia
W. P. Battaglia
Registered Agent

Date: March 5, 1996