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CONTACT: RAY STORMONT
PHONE: (305) 541-3694 FAX #: (305) 541-3770

NAME: 4 RACING ENTERPRISES, INC.
AUDIT NUMBER.....H97000005080
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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**ARTICLES OF INCORPORATION
OF
4 RACING ENTERPRISES, INC.**

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is 4 RACING ENTERPRISES, INC. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is c/o Barber & Bronson Incorporated, 201 S. Biscayne Boulevard, Suite 2950, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 10,000 shares of common stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.
- FIFTH:** The name and address of the incorporator of the Corporation is: Linda C. Frazier, Broad and Cassel, 201 S. Biscayne Boulevard, Suite 3000, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

Linda C. Frazier
Florida Bar Number 0990035
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131
(305) 373-9400

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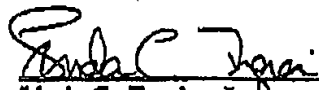
SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is:

Steven N. Bronson
201 S. Biscayne Boulevard
Suite 2950
Miami, Florida 33131

EIGHTH: The corporate existence of the Corporation shall commence on March 26, 1997.

NINTH: The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida Law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 26th day of March, 1997.



Linda C. Frazier, Incorporator

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C CORPORATE SERVICES, INC.

By: Linda C. Frazier
Linda C. Frazier, Vice President

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