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ACCOUNT NO. : 072100000032

REFERENCE : 446731 137823A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 30, 1997

ORDER TIME : 10:59 AM

ORDER NO. : 446731-005

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CUSTOMER NO: 137823A

CUSTOMER: E.j. Generotti, Esq
GARFINKEL PALMER & GENEROTTI

Nationsbank Bldg., Suite 211
One Financial Plaza
Ft. Lauderdale, FL 33394

DOMESTIC FILING

NAME: ACTION MOTORSPORTS RACING,
INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS: _____

JUN 30 1997

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FLORIDA

ARTICLES of INCORPORATION
of
ACTION MOTORSPORTS RACING, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is: **ACTION MOTORSPORTS RACING, INC.**

ARTICLE II

PURPOSES AND POWERS: The general nature of business to be transacted by the corporation is as follows:

1. The corporation may engage in any activity of business which is permitted under the laws of the State of Florida and in the United States of America.
2. And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.
3. And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights or franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III

CAPITALIZATION: The maximum number of shares of stock this corporation is

authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE AND 00/100 (\$1.00) DOLLAR per share.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business is FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

ARTICLE V

COMMENCEMENT AND DURATION: This corporation is to commence existence upon the filing of the Articles of Incorporation by the Department of State.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS: The name of this corporation shall be: **ACTION MOTORSPORTS RACING, INC.**, having its principal place of business at: 540 West Sunrise Boulevard, Fort Lauderdale, Florida, 33311.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida, and establish branch offices in any place within the State of Florida, as the said corporation may desire.

ARTICLE VII

DIRECTORS: This corporation shall have two (2) directors initially; the number of Directors may be increased from time to time by the laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

DIRECTOR: The name and address of the first Board of Directors of these Articles of

Incorporation is as follows:

HOWARD SWINNERTON
Director

1411 SW 13 Street
Fort Lauderdale, FL 33312

KIM LeBARON
Director

1303 Selo Drive
Sunnyvale, CA 94087

The name and address of the original officers is as follows:

HOWARD SWINNERTON
President & Treasurer

1411 SW 13 Street
Fort Lauderdale, FL 33312

KIM LeBARON
Vice President & Secretary

1303 Selo Drive
Sunnyvale, CA 94087

ARTICLE IX

INCORPORATOR AND SUBSCRIBER: The Incorporator and Subscriber to all of the capital shares of the corporation is:

HOWARD SWINNERTON

ARTICLE X

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon.

ARTICLE XI

REGISTERED AGENT: That HOWARD SWINNERTON, 1411 SW 13 Street, Fort Lauderdale, Florida, 33312 is hereby named Registered Agent for this corporation to be its agent and to accept service of process within the State of Florida.

ACKNOWLEDGMENT

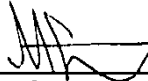
Having been named to accept service of process for **ACTION MOTORSPORTS**

RACING, INC. at the place designated in this Article, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



HOWARD SWINNERTON
Registered Agent

I, THE UNDERSIGNED, being the original Subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby name, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 23rd day of June, 1997.



HOWARD SWINNERTON


STATE OF FLORIDA)

SS:

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared HOWARD SWINNERTON who is personally known to me and/or who has produced his Florida Driver's License # _____ identification and who did take an oath, being by me first duly sworn, deposes and states that he is the person described in and who executed the foregoing Articles of Incorporation and he acknowledged that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 23rd day of June, 1997.



NOTARY PUBLIC
State of Florida
Print Name: Judith B Noonan

My Commission Expires:

OFFICIAL NOTARY SEAL
JUDITH B NOONAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC625254
MY COMMISSION EXP. MAR. 17, 2001