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ATTORNEY AT LAW

JAMES L. PADGETT

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August 28, 2000

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FILED
00 AUG 31 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: Putnam County Motor Sports Club, Inc.

Gentlemen:

Enclosed please find Articles of Incorporation for the above referenced corporation to be filed with your office. I have also enclosed a check in the amount of \$122.50 which represents the following:

Filing fee	\$35.00
Certified copy	52.50
Resident Agent	35.00

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****122.50 ****78.75

I have also enclosed a copy of the Articles of Incorporation for your use in certifying the same. Please return the certified copy to me at your earliest convenience.

Thank you for your consideration in this matter.

Yours very truly,

Marge McLain
Marge McLain
Legal Assistant

encls:

Marge McLain GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Pr. inc. Add.*
DATE *9-11*
DOC. EXAM *WC*

9-11
WC

ARTICLES OF INCORPORATION

OF

PUTNAM COUNTY MOTOR SPORTS CLUB, INC.

FILED
00 AUG 31 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COMES NOW your undersigned incorporators and file these Articles of Incorporation and would show:

ARTICLE I - NAME

The name of the corporation shall be PUTNAM COUNTY MOTOR SPORTS CLUB, INC.
301 S. Summit St., Crescent City, Fl. 32112

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of: supporting the physical development and ongoing operation of Lightning Ridge Motor Sports Park development, Pomona Park, Florida. Members will be entitled to free admission to events and discounts on merchandise prepared for distribution and sale by Putnam County Motor Sports Club. The current anticipated membership is five hundred (500) members. Members will be given the opportunity to volunteer for supervisory responsibilities re regularly scheduled events at the motor club sports parkway. Members will also be entitled to use of the premises and facilities per the rules and regulations of the park owners. The corporation shall also be authorized to transact all other lawful business.

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 shares

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of this corporation is 10 Central Ave., Crescent City, FL 32112, and the name of the initial registered agent is JAMES L. PADGETT.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 director(s) constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws. The manner of election of the Board of Directors shall be stated in the By-laws. The names and addresses of the initial Board of Directors of this corporation are:

Henry T. Busler, President
301 S. Summit Street
Crescent City, FL 32112

Stuart Reiter, Vice President
916 N. Summit Street
Crescent City, FL 32112

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are:

Henry T. Busler
301 S. Summit Street
Crescent City, FL 32112

Stuart Reiter
916 N. Summit Street
Crescent City, FL 32112

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law.

ARTICLE IX - MANAGEMENT

The management of this corporation shall be by officers initially consisting of Henry

T. Busler, President; Stuart Reiter, Vice President

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, or any amendment thereto, by a majority vote of the Board of Directors, and any rights conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 24 day of August, 2000.


HENRY T. BUSLER
Incorporator


STUART REITER
Incorporator

STATE OF FLORIDA
COUNTY OF PUTNAM

The foregoing instrument, ARTICLES OF INCORPORATION, was acknowledged before me this 24th day of August, 2000, by HENRY T. BUSLER and STUART REITER, who are personally known to me.


Signature of Person Taking Acknowledgment

Charlotte Frank
Name of Acknowledger Typed, Printed or
Stamped and Expiration Date

CHARLOTTE FRANK
Notary Public, State of Florida
My comm. expires Aug. 28, 2002
Comm. No. CC 748851

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
00 AUG 31 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: PUTNAM COUNTY MOTOR SPORTS CLUB, INC.
2. The name and address of the registered agent and office is:

JAMES L. PADGETT, P.A.
10 CENTRAL AVENUE
CRESCENT CITY, FL 32112

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.

Date

8/28/00

Signature

