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Division of Corporations

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Florida Department of State

Division of Corporations

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Fax Number : (850) 205-0381

From:

Account Name : HOLLAND & KNIGHT - ST. PETE
Account Number : I19990000004
Phone : (727) 824-6135
Fax Number : (727) 822-8048

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FLORIDA NON-PROFIT CORPORATION

THE GRAND PRIX FOUNDATION OF ST. PETERSBURG, INC.

Certificate of Status	1
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R. KESSER

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**ARTICLES OF INCORPORATION
OF
THE GRAND PRIX FOUNDATION OF ST. PETERSBURG, INC.**

The undersigned, acting as the incorporator of THE GRAND PRIX FOUNDATION OF ST. PETERSBURG, INC., under Chapter 617 of the Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986, submits the following Articles of Incorporation.

ARTICLE ONE - NAME

The name of the corporation is The Grand Prix Foundation of St. Petersburg, Inc.

ARTICLE TWO - ADDRESS

The address of the corporation's principal office is 146 2nd Street North, Suite 106, St. Petersburg, Florida 33701.

ARTICLE THREE - DURATION AND COMMENCEMENT

The corporation will exist perpetually, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE FOUR - PURPOSE

The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including but not limited to the following:

The specific purpose of this corporation is to make distributions to organizations which qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986.

The purposes of the corporation shall also include the performance of activities related or incidental to the furtherance of the corporation's stated purposes and permitted under the laws of the United States and Florida.

Prepared by R. Donald Mastry; Florida Bar #092362
Phone: 727-824-6140; Fax: 727-822-8048
Holland & Knight LLP
200 Central Ave., Suite 1600, St. Petersburg, FL 33701

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ARTICLE FIVE - PROHIBITED ACTIVITIES

This corporation shall not engage in any activities prohibited by Section 617.0835 of the Florida statutes.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law.

ARTICLE SIX - DIRECTORS

The initial board of directors of the corporation shall consist of thirteen (13) members. The number of directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than three (3).

The method of election of directors shall be as stated in the bylaws.

All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the board of directors, except as otherwise provided by law or in these Articles or in the bylaws of the corporation.

ARTICLE SEVEN - INDEMNIFICATION

Subject to the bylaws, the board of directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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ARTICLE EIGHT - BYLAWS

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended and repealed by the board of directors of the corporation.

ARTICLE NINE - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of the corporation is 200 Central Avenue, Suite 1600, St. Petersburg, Florida 33701, and the corporation's initial registered agent at that address is R. Donald Mastry.

ARTICLE TEN - INCORPORATOR

The name and street address of the incorporator is Thomas F. Begley, 146 2nd Street North, Suite 106, St. Petersburg, Florida 33701. The incorporator of the corporation assigns to the corporation his rights under Section 617.013, Florida Statutes, to constitute a corporation.

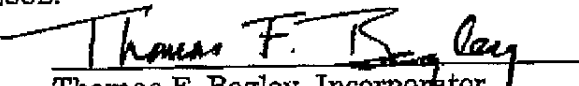
ARTICLE ELEVEN - DISSOLUTION

In the event of the dissolution of the corporation, the residual assets of the corporation shall be distributed to one or more organizations that themselves are exempt from federal income taxation as organizations described within the meaning of Section 501(c)(3) of the Internal Revenue Code of 19086, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the circuit court for the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. No part of the assets or net earnings of the corporation may be distributed or inure to the benefit of any individual.

ARTICLE TWELVE - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on May 14, 2002.


Thomas F. Begley, Incorporator

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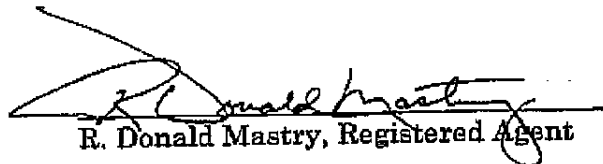
**CERTIFICATE DESIGNATING PLACE OR BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENTS UPON WHOM PROCESS MAY BE SERVED**

Pursuant to chapter 48.091, Florida Statutes, the following is submitted:

THE GRAND PRIX FOUNDATION OF ST. PETERSBURG, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 200 Central Avenue, Suite 1600, St. Petersburg, Florida 33701, has named R. Donald Mastry as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act and Chapter 617, Florida Statutes, relative to keeping open the registered office.


R. Donald Mastry, Registered Agent

Dated: May 14, 2002.

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