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April 26, 2000

VIA FEDERAL EXPRESS

Secretary Of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: CPB Racing, Inc.

FILED
00 MAY - 1 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

400003232234--5
-05/01/00-01001-007
*****78.75 *****78.75

To Whom It May Concern:

Enclosed you will find Articles of Incorporation for CPB Racing, Inc.

I have enclosed a check in the amount of \$78.75 made payable to the Secretary of State for the filing fees.

Please send back a certified copy of the stamped Articles in the enclosed self addressed envelope.

Thank you for your attention in this matter.

Very truly yours,

Marc Shellowitz
Marc Shellowitz, Esq.
For the Firm

Enclosures
MAS/ps

cc: Gary Boulanger

R. VARNADORE MAY - 1 2000

**ARTICLES OF INCORPORATION
OF
CPB RACING, INC.**

FILED
00 MAY -1 AM 11: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I. NAME

The name of the professional service corporation is CPB Racing, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation are 17843 N.W. 20th Street, Pembroke Pines, Florida 33029.

ARTICLE III. PURPOSE

This corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 17843 N.W. 20th Street, Pembroke Pines, Florida 33029. The name of the initial registered agent at that address is Gary Boulanger.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The names and addresses of the members of the first board of directors are:

Name	Address
GARY BOULANGER	17843 N.W. 20 th Street Pembroke Pines, Florida 33029

ARTICLE VIII. OFFICERS

The following person(s) will hold the office designated opposite their name:

President:	Gary Boulanger
Vice-President:	Gary Boulanger
Treasurer:	Gary Boulanger
Secretary:	Gary Boulanger

ARTICLE IX. SUBSCRIBERS

The name(s) and address(es) of the person(s) signing these articles of incorporation as subscriber(s) is(are):

Name	Address
GARY BOULANGER	17843 N.W. 20 th Street Pembroke Pines, Florida 33029

ARTICLE X. SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE XI. AMENDMENT

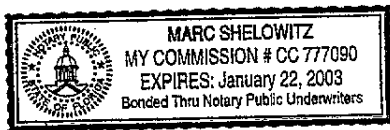
The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

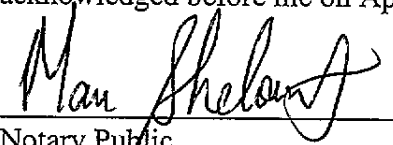
IN WITNESS WHEREOF, the undersigned subscriber(s) executed these articles of incorporation on April 26, 2000:


GARY BOULANGER

STATE OF FLORIDA
COUNTY OF BROWARD


The foregoing articles of incorporation were acknowledged before me on April 26, 2000, by Gary Boulanger.




Notary Public
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
INCORPORATION

Gary Boulanger, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.


Gary Boulanger