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CARL L. JOHNSON
Real Property Law

LAW OFFICE OF
CARL L. JOHNSON
4421 NW 39th Avenue Bldg. 1, Suite 2
GAINESVILLE, FLORIDA 32606

FILED

MAY 15 AM 9:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Telephone
(352) 377-7444
Fax (352) 377-7410

May 11, 2000

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Florida Department of State
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporations

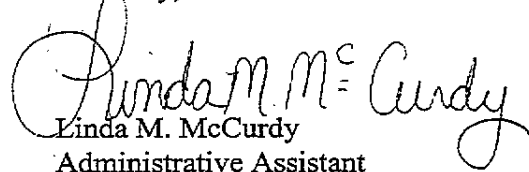
Dear Sir or Madam:

In reference to **Rocky Point Labs, Inc.**, please find enclosed Check No. 6716 to file with the Secretary of State the enclosed Articles of Incorporation.

In reference to **Florida International Motorsports Park, Inc.**, please find enclosed Check No. 6717 to file the enclosed Articles of Incorporation.

Kindly send the filed Articles on both corporations to our office at your earliest convenience. Thank you in advance for your assistance.

Sincerely,


Linda M. McCurdy
Administrative Assistant

Encl.

624 5/18/00

ARTICLES OF INCORPORATION
OF
Florida International Motorsports Park, Inc.

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00 MAY 15 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is **Florida International Motorsports Park, Inc.** The mailing address for the corporation is 4421 N.W. 39th Avenue, Suite 1-2, Gainesville, Florida 32606.

Article II - Duration

This corporation shall have a perpetual existence, commencing on the date of filing these articles with the Department of State.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4421 N.W. 39th Avenue, Suite 1-2, Gainesville, FL 32606 and the name of the initial registered agent of this corporation at that address is Carl L. Johnson.

Article VII - Initial Board of Directors

The Board of Directors shall be elected as provided for in the By-Laws. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Carl L. Johnson	4421 N.W. 39 th Avenue
	Suite 1-2
	Gainesville, FL 32606

Article VIII - Incorporators

The name and address of the person signing these articles is:

Carl L. Johnson	4421 N.W. 39 th Avenue
	Suite 1-2
	Gainesville, FL 32606

Article IX - Indemnification

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

Article X - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 10th day of May, 2000.



Carl L. Johnson


STATE OF FLORIDA
COUNTY OF ALACHUA

Before me personally appeared **CARL L. JOHNSON** well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed, that I relied upon the following form of identification: personal knowledge.

WITNESS my hand and official seal in the County and State named above this 10th day of May, 2000.



Notary Public
My commission Expires:

 Sharon M Grey
My Commission CC866820
Expires September 17, 2003

CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE SERVICE OF
PROCESS WITHIN THIS STATE.

In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted,
in compliance with said Act;

THAT **Florida International Motorsports Park, Inc.**, desiring to organize
under the laws of the State of Florida has named Carl L. Johnson, 4421 N.W.
39th Avenue, Suite 1-2, Gainesville, FL 32606, County of Alachua, State of
Florida, as its registered agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept the
appointment as registered agent and accept the obligations of that position with
which I am familiar.

By 
Carl L. Johnson

FILED
00 MAY 15 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA