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GOLDEN GATE LEGAL CENTER

LOUIS ERICKSON
ATTORNEY AT LAW

May 17, 2000

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

Re: **FILLMORE MOTOR SPORTS, INC.**

Dear Sir/Madam:

With regard to the above-referenced new corporation, please find enclosed the following:

1. Articles of Incorporation to be filed;
2. Designation of Registered Agent; and
3. Check in the amount of \$78.75 representing the following:

(a)	Certified copy	\$ 8.75
(b)	Filing fee	<u>70.00</u>
		\$78.75

Please file the original, certify the copy and return same to this office.

Sincerely yours,

Jackie S. Wilcox

Jackie S. Wilcox
Legal Assistant

/jsw
Enclosures

FILED
00 MAY 22 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FL 32314

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**ARTICLES OF INCORPORATION
OF
FILLMORE MOTOR SPORTS, INC.**

FILED
00 MAY 22 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the laws of the State of Florida.

**ARTICLE ONE
NAME**

The name of this corporation is: FILLMORE MOTOR SPORTS, INC., with the principal office at: 580 10th Avenue N.W., Naples, Florida 34120.

**ARTICLE TWO
DURATION**

The duration of this corporation shall be perpetual.

**ARTICLE THREE
PURPOSE**

The purpose of this corporation is the transaction of any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE FOUR
STOCK**

The corporation shall have authority to issue 7,500 shares of common stock consisting of one class only. The stock shall have a par value of \$1.00 per share.

**ARTICLE FIVE
SUBSCRIBER**

The name and street address of the subscriber of the initial issue of stock under these Articles of Incorporation is: John A. Fillmore, 580 10th Avenue N.W., Naples, Florida 34120.

**ARTICLE SIX
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office shall be 2301 C.R. 951, Suite F, Naples, Florida 34116, and the initial registered agent at such address shall be Louis S. Erickson.

**ARTICLE SEVEN
MANAGEMENT**

The corporation shall be managed by the shareholders of the corporation instead of a Board of Directors.

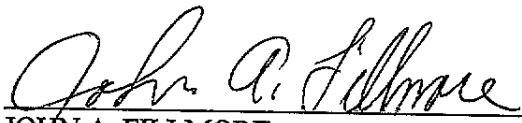
**ARTICLE EIGHT
INCORPORATOR**

The name and address of the Incorporator: John A. Fillmore, 580 10th Avenue N.W., Naples, Florida 34120.

**ARTICLE NINE
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed the foregoing Articles of Incorporation on this 16 day of may, 2000, in Naples, Collier County, Florida.


JOHN A. FILLMORE
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY, that on this day, personally appeared before me, an officer duly authorized to take acknowledgements, JOHN A. FILLMORE (to me personally known) or who

identified himself with a Florida Driver's License, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS MY HAND and official seal in the County and State aforesaid, on this 16
day of MAY, 2000.



Jackie S. Wilcox
MY COMMISSION # CC789742 EXPIRES
November 9, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Jackie S. Wilcox
NOTARY PUBLIC

DESIGNATION OF REGISTERED AGENT

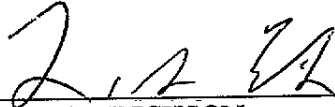
In accordance with Chapter 48.091, F.S., the following is submitted in compliance with said Act:

The incorporator of FILLMORE MOTOR SPORTS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, hereby designates Louis S. Erickson, Esquire, 2301 C.R. 951, Suite F Naples, Florida 34116, to be the registered agent to accept service of process within the state.

John A. Fillmore
JOHN A. FILLMORE
Incorporator

ACCEPTANCE

Having been named Registered Agent to accept service of process for the above stated corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provision of Florida Statute relative to keeping open said office.



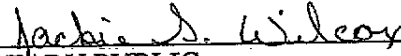
LOUIS S. ERICKSON

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 17 day of May, 2000, by LOUIS S. ERICKSON, who is personally known to me and who did not take an oath.



Jackie S. Wilcox
MY COMMISSION # CC789742 EXPIRES
November 9, 2002
BONDED THRU TROY FAIN INSURANCE, INC.



NOTARY PUBLIC

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