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Gary D. Grunder

Kyle E. Petteway

September 22, 2000

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Incorporation of Pierce Motor Sports, Inc.

Dear Corporate Filing Representative:

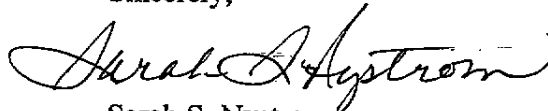
Enclosed are the following documents relating to the incorporation of Pierce Motor Sports, Inc.:

- (1) Articles of Incorporation for Pierce Motor Sports, Inc., signed by the incorporators of the corporation;
- (2) Acceptance of Registered Agent, signed by the registered agent of the corporation; and
- (3) a check in the amount of \$78.75 for filing the Articles of Incorporation (\$35.00), filing the Acceptance of Resident Agent (\$35.00), and for issuance of a Certificate of Status for the corporation (\$8.75).

Please file the Articles of Incorporation and forward a Certificate of Status to me.

Please contact me if you have any questions regarding the enclosed documents. Thank you for your attention to this matter.

Sincerely,



Sarah S. Nystrom
Legal Assistant to
Gary D. Grunder

Enclosures

F. CHESLER

SEP 28 2000

Articles of Incorporation of Pierce Motor Sports, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be Pierce Motor Sports, Inc..

ARTICLE II PURPOSE

The purpose of the corporation shall be automobile racing and any and all business permitted under the laws of the State of Florida. The corporation may own real property and undertake any other lawful activity in the furtherance of the purposes set forth.

ARTICLE III PRINCIPAL OFFICE

The address of the principal place of business of this corporation shall be 225 N. Main Street, High Springs, Florida 32643, and the mailing address of the corporation shall be P.O. Box 741, High Springs, Florida 32655.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, with a par value of \$1.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The initial registered agent of the corporation is Kirk I. Pierce, and the initial registered office of the corporation is 225 N. Main Street, High Springs, Florida 32643.

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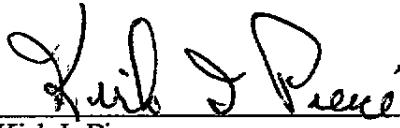
**ARTICLE VI
INCORPORATOR**

The incorporator of the corporation is Kirk I. Pierce, whose address is P.O. Box 741, High Springs, Florida 32655.

**ARTICLE VII
DIRECTOR**

The initial director of the corporation is Kirk I. Pierce, whose address is P.O. Box 741, High Springs, Florida 32655. The number of directors may be raised or lowered by amendment of the bylaws of the corporation but in no case shall be less than one.

Dated this 8 day of September, 2000.


Kirk I. Pierce
Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

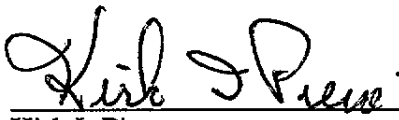
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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for «corporation name» at the place designated in the Articles of Incorporation, 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 am familiar with and accept the duties and responsibilities as registered agent for Pierce Motor Sports, Inc.

Dated this 8 day of September, 2000.


Kirk I. Pierce
Registered Agent

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