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ATTORNEYS AT LAW

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REGINA W. RAY, C.L.A.
KRISTINA L. BUSH, C.L.A.

November 1, 2000

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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RE: Tom's Motocross Park, Inc.

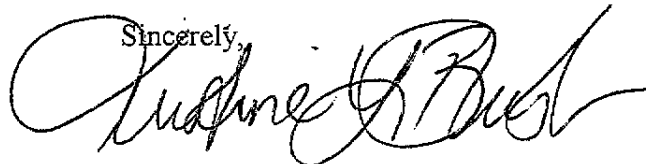
Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and check for \$87.50 representing the filing fee, certified copy and certificate.

Kindly return the copy to our office at the address listed above.

Thank you for your assistance and please contact me at the number listed above if further information is required.

Sincerely,



Kristina L. Bush, CLA
Certified Legal Assistant to
Robert L. McLeod II

Enclosures
/klb

FILED
00 NOV - 6 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHAMBERLAIN NOV 7 2000

ARTICLES OF INCORPORATION
OF
TOM'S MOTOCROSS PARK, INC.

FILED
00 NOV -6 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617 Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I.

NAME OF CORPORATION: The name of the corporation shall be **TOM'S MOTOCROSS PARK, INC.**

ARTICLE II.

PRINCIPAL OFFICE: The principal place of business and mailing address of this corporation will be 6720 County Road 305, Elkton, Florida 32033 .

ARTICLE III.

PURPOSE: The purpose for which the corporation is organized is to provide a motocross track and park for use by motocross and motorcycle enthusiasts and for such other lawful purposes as may become appropriate.

ARTICLE IV.

SHARES: The number of shares of stock is 100 and they are valued at \$1.00 per share.

ARTICLE V.

INITIAL OFFICERS AND DIRECTORS: The names and address of the initial officers and directors are as follows:

President and Director:	Thomas Lyon 6720 County Road 305 Elkton, Florida 32033
Vice President:	Thomas Lyon, Jr. 6720 County Road 305 Elkton, Florida 32033

Secretary/Treasurer:

Deborah Lyon
6720 County Road 305
Elkton, Florida 32033

ARTICLE VI.

REGISTERED AGENT: The name and Florida street address of the registered agent is:

Robert L. McLeod II
43 Cincinnati Avenue
St. Augustine, Florida 32084

ARTICLE VII.

INCORPORATOR: The name and address of the Incorporator is:

Robert L. McLeod II
43 Cincinnati Avenue
St. Augustine, Florida 32084

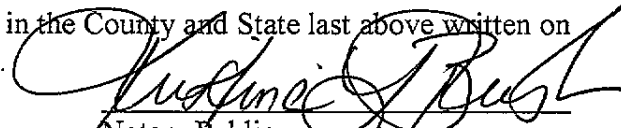
IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation on this 15th day of November, 2000.


Robert L. McLeod II

STATE OF FLORIDA
COUNTY OF ST. JOHNS

Before me, a Notary Public in and for the above County and State authorized to take acknowledgments, personally appeared Robert L. McLeod, to me well known or who has provided the following type of identification _____ is the individual described in and who executed the foregoing Articles of Incorporation, while under oath, and acknowledged before me that he executed the same for purposes therein expressed.

WITNESS my hand and official seal in the County and State last above written on this 15th day of November, 2000.


Notary Public

My Commission Expires:

Commission No.:



Kristina L. Bush
Commission # CC 759734
Expires Aug. 29, 2002
BONDED THRU
ATLANTIC BONDING CO., INC

ACKNOWLEDGEMENT /CERTIFICATE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



ROBERT L. McLEOD II
Registered Agent

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00 NOV -6 AM 10:46

SECRETARY OF STATE
TALAHASSEE, FLORIDA