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GARY L. BUTLER

Attorney At Law

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Port Orange, FL 32119

(904) 761-8845

December 4, 2000

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE:

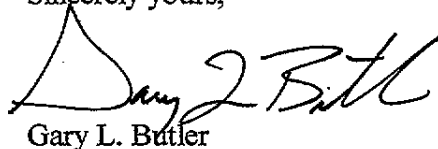
The Burnout Pit, Inc.

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation for Forged Eagle, Inc. and The Burnout Pit, Inc., for-profit Florida corporations. Also enclosed is a check for \$157.50 to cover the filing fee, the designation of the registered agent, and certified copies of the filed Articles for both corporations. Please return the certified copies to the address listed above.

If you have any questions concerning this matter, please contact me.

Sincerely yours,


Gary L. Butler

Enclosure

500003538875--5
-01/16/01--01090--017
*****157.50 *****78.75

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01 JAN -2 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

file 1-2-01
\$ 78.75

157.00

W-29469

BR 1-16-01
✓



To Whom it may concern:

Enclosed are a check for, Forged Eagle, and The Burnout Inc., in the amount of \$157.50. They are two separate companies. The previous check sent has not yet been cashed, so we have issued you a replacement check.

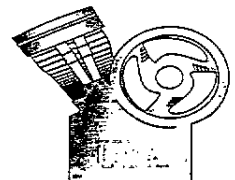
If you have any questions please call me at 904-253-0944 Crystal or Leslie will be glad to assist you.
Please fax the copies of the registration to us immediately at 904-253-9223

Enclosed is a copy of the tracking information for the original check sent, if that is found please send back to us?

Thank you for your help!

Sincerely


Leslie Thompson



ARTICLES OF INCORPORATION

OF

THE BURNOUT PIT, INC.

A Florida Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The name of the corporation is The Burnout Pit, Inc.

ARTICLE 2

DURATION

The duration of this corporation is perpetual. The date and time of commencement of corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

ARTICLE 3

GENERAL PURPOSES

The general purposes for which this corporation is initially organized are to engage in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE 4

SHARES

The aggregate number of shares which the corporation shall have authority to issue is Two Million (2,000,000) shares of common voting stock having a par value of \$0.01 per share.

ARTICLE 5

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation is 520 W. International Speedway Blvd., Daytona Beach, FL 32114. The name and address of the initial registered agent of the corporation is Gary L. Butler, 520 W. International Speedway Blvd., Daytona Beach, FL 32114.

ARTICLE 6

DIRECTORS

The number of directors constituting the initial board of directors is three (3) and the name and address of each person who is to serve as a member are as follows:

Mark K. Pruner
520 W. International Speedway Blvd.
Daytona Beach, FL 32114

Michael Wilcut
520 W. Internat'l Speedway Blvd.
Daytona Beach, FL 32114

Gary S. Kaplan
520 W. International Speedway Blvd.
Daytona Beach, FL 32114

The number of directors may be changed from time to time in accordance with the bylaws of the corporation.


ARTICLE 7

INCORPORATOR

The name and address of the initial incorporator of this corporation is:

Gary S. Kaplan
520 W. International Speedway Blvd.
Daytona Beach, FL 32114

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and
acknowledge these articles this ____ day of December, 2000.


GARY S. KAPLAN

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 6th day of
December, 2000, by Gary S. Kaplan, who is personally known to me or has produced
Known to me as identification.

NOTARY PUBLIC:

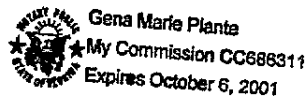
Sign: Gena Plante
Print: Gena Plante

State of Florida At Large
(Seal)

My commission expires: 10/6/01

Title/Rank: Notary

Commission Number: CC686311

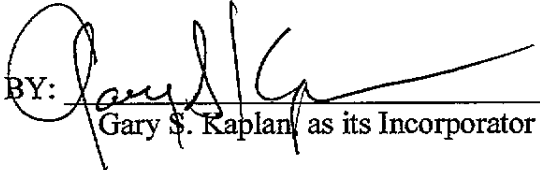


CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS
FOR SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes, The Burnout Pit, Inc. hereby designates Gary L. Butler as its registered agent and 520 W. International Speedway Blvd., Daytona Beach, FL 32114, as the street address of its registered office for service of process within the State of Florida.

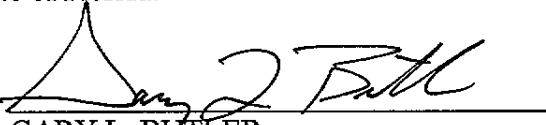
THE BURNOUT PIT, INC.

BY:


Gary S. Kaplan as its Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as the registered agent of The Burnout Pit, Inc. for service of process within the State of Florida.


GARY L. BUTLER

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA