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LAW OFFICE OF
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CARL L. JOHNSON
Real Property Law

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January 29, 2001

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

FILED
01 JAN 31 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

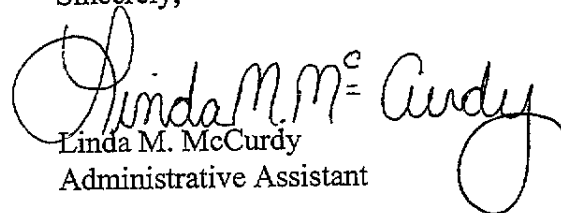
Re: Showtime Motorsports Corporation

Dear Sir or Madam:

Please find enclosed Check No. 4101 in the amount of \$78.75 to file the enclosed Articles of Incorporation with the Secretary of State.

Kindly forward to our office the certified copy of the filed Articles.

Sincerely,


Linda M. McCurdy
Administrative Assistant

Encl.

10-1-01

ARTICLES OF INCORPORATION
OF
SHOWTIME MOTORSPORTS CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is **Showtime Motorsports Corporation**. The mailing address for the corporation is 4421 N.W. 39th Avenue, Bldg. 1, Suite 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, Bldg. 1, Suite 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 Bldg. 1, Suite 2 Gainesville, FL 32606
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Article VIII - Incorporators

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

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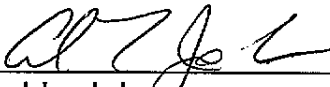
Article IX - Indemnification

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 29th day of January, 2001.

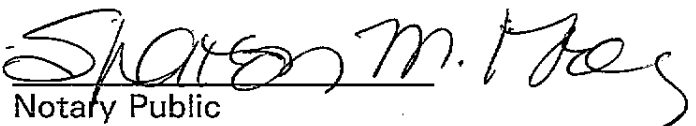


Carl L. Johnson

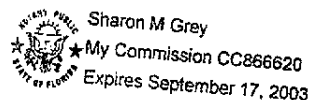
STATE OF FLORIDA
COUNTY OF ALACHUA

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 29th day of January, 2001.



Notary Public
My commission Expires:



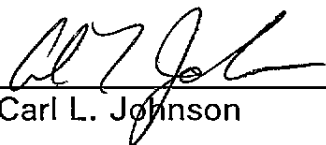
CERTIFICATE DESIGNATING REGISTERED AGENT FOR THE SERVICE OF
PROCESS WITHIN THIS STATE.

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

THAT **Showtime Motorsports Corporation**, desiring to organize under the
laws of the State of Florida has named Carl L. Johnson, 4421 N.W. 39th
Avenue, Bldg. 1, Suite 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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA