

P010000023225



ACCOUNT NO. : 072100000032

REFERENCE : 068631 9798A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Piquito

FILED
2001 MAR -7 PM 2:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : March 7, 2001

ORDER TIME : 10:13 AM

ORDER NO. : 068631-005

CUSTOMER NO: 9798A

CUSTOMER: Darren Elkind, Esq
James Zimmerman Paul &
Huddleston, LLP
Po Box 208
Deland, FL 32721-0208

400003810074-5

DOMESTIC FILING

NAME: DAYTONA MOTOCROSS PARK, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris - EXT. 1137
EXAMINER'S INITIALS:

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR -7 AM 10:57
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TO ACKNOWLEDGE
SUFFICIENCY OF FILING

g 3/7/01

ARTICLES OF INCORPORATION
OF
DAYTONA MOTOCROSS PARK, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

Name

The name of the corporation is Daytona Motocross Park, Inc.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purposes

The general nature of the business to be conducted and transacted by this Corporation is any lawful business.

ARTICLE IV

Capital Stock

The maximum number of shares of capital stock of this Corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, at \$10.00 par value. All such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. The Capital Stock shall be sold, assigned, issued and transferred in accordance with the by-laws as the Corporation upon all of its capital stock for any indebtedness which may, at any time be due by the holder of the same to the said Corporation, and which shall be a lien thereon superior to all other liens or claims of

every character, and all assignments or transfers of stock of this Corporation shall be subject thereof. The common stock of this Corporation shall be the voting stock of the Corporation.

ARTICLE V

Principal Office and Registered Agent

The principal place of business of the corporation is at 101 North Woodland Boulevard, Suite 200, DeLand, Florida 32720. The initial registered office is at 517 Deltona Boulevard, Suite D, Deltona, Florida 32725. The name of the initial registered agent at that address is Darren J. Elkind.

ARTICLE VI

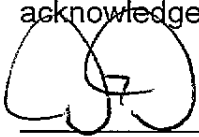
Directors

The number of directors constituting the board of directors is 1, and the names and address of each person who is to serve as a member thereof are as follows:

Donald B. Dempsey, Jr., President	101 North Woodalnd Blvd. Suite 101 DeLand, FL 32720
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The number of directors may be changed from time to time by the bylaws.

IN WITNESS WHEREOF, the undersigned President does hereby execute and acknowledge these Articles this 5TH day of March, 2001.



Donald B. Dempsey, Jr., Incorporator

March 5, 2001

Date

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, Daytona Motocross Park, Inc. hereby designates Darren J. Elkind and 517 Deltona Blvd., Suite D, Deltona, Florida 32725, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

Daytona Motocross Park, Inc.

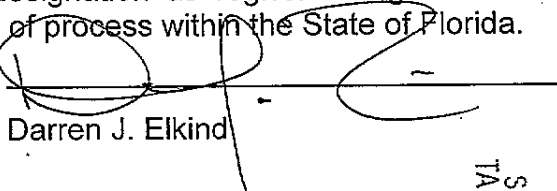


BY: Donald B. Dempsey, Jr.

ITS: President

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of DAYTONA MOTOCROSS PARK, INC., for services of process within the State of Florida.



Darren J. Elkind

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TALLAHASSEE FLORIDA

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