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FLORIDA PROFIT CORPORATION OR P.A.

MKM MOTORSPORTS TECHNOLOGY, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION**OF****MKM MOTORSPORTS TECHNOLOGY, INC.**FILED
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The undersigned, acting as the incorporator of MKM Motorsports Technology, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: MKM Motorsports Technology, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is 2635 Green Valley Street, Valrico, Florida 33594.

ARTICLE III. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time, as provided in the bylaws. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Kenneth C. Faliero	2635 Green Valley Street Valrico, FL 33594
Mario Michael Galasso, Jr.	95A Walnut Tree Hill Road Sandy Hook, CT 06482

ARTICLE IV. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 10,000 shares of common stock, having a par value of \$0.01 per share.

Robert C. Rasmussen
100 S. Ashley Drive, Suite 1300
Tampa, FL 33602
(813) 229-3333
Florida Bar No. 194143

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ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2635 Green Valley Street, Valrico, Florida 33594, and the name of the corporation's initial registered agent at that address is Kenneth C. Faliero.

ARTICLE VI. PREEMPTIVE RIGHTS

The holders of common stock of the corporation have preemptive rights to purchase any of the following securities that are issued by the corporation (the "Additional Securities") before they are offered or issued to others, whether or not they are currently authorized:

- (a) Any shares of voting or nonvoting capital stock;
- (b) Any rights, options, or warrants to acquire capital stock; and
- (c) Any bonds, notes, debentures, or other debt securities that are convertible into capital stock.

A holder of securities other than common stock does not have, solely because of any statute or the shareholder's ownership of other securities of the corporation, a right to purchase any Additional Securities to be issued by the corporation. The existence, exercise, waiver, and expiration of the preemptive rights of the holders of common stock will be determined exclusively by the provisions of this Article. The preemptive rights provided in these Articles of Incorporation will terminate and cease to apply to any issuance of Additional Securities, if and when the Company consummates an initial public offering of shares of its common stock that is registered with the United States Securities and Exchange Commission pursuant to the Securities Act of 1933 or any federal law that is enacted in substitution for that Act.

The corporation shall offer Additional Securities in writing to the holders of common stock of the corporation for at least 30 calendar days before issuing, or offering to issue, any of the Additional Securities to any other person (the "Rights Offering"). The Rights Offering will be effective as to a shareholder of the corporation when received, if it is delivered personally or by telecopy or commercial courier, or on the fourth day after it is postmarked by the United States Postal Service, if it is delivered by first class, postage prepaid United States mail (whether or not registered or certified, and regardless of whether a return receipt is requested or received). Each holder of common stock of the corporation has a first preemptive right (subject to adjustments to avoid the issuance of fractional

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shares) to subscribe to purchase on the terms specified in each Rights Offering a pro rata portion of the Additional Securities that are the subject of the Rights Offering, based on the ratio of the number of shares of common stock held by each shareholder on the record date for the Rights Offering to the total number of shares of common stock outstanding on a fully diluted basis on that date. The corporation shall notify each holder of common stock concurrently with the delivery of a Rights Offering of the amount of Additional Securities that the shareholder is entitled to purchase in the Rights Offering. A holder of common stock waives her or his preemptive right to purchase any of the Additional Securities that are the subject of a Rights Offering if the shareholder does not exercise that right by delivering to the corporation within the subscription period a subscription notice and full payment for the Additional Securities that the shareholder subscribes to purchase according to the terms of subscription specified in the Rights Offering. The subscription period for each Rights Offering must be at least 30 consecutive calendar days after the effective date of the Rights Offering.

Each holder of common stock who fully exercises her or his preemptive right to purchase Additional Securities in a Rights Offering has an over-allotment option to purchase any or all of the Additional Securities that are not purchased in the Rights Offering by the other holders of common stock. A holder of common stock shall state in the subscription notice that he or she furnishes to the corporation pursuant to the Rights Offering the amount (if any) of Additional Securities that the shareholder desires to subscribe to purchase pursuant to the over-allotment option. If the over-allotment is over subscribed, the remaining Additional Securities will be apportioned among the holders of common stock who validly exercised their over-allotment options, pro rata according to the ratio of the number of shares of common stock held on the record date for the Rights Offering by each holder of common stock who exercised an over-allotment option to the total number of shares of common stock that were held on that date by all the shareholders who validly exercised their over-allotment options, except that no shareholder will be allocated more than the amount of Additional Securities specified in the shareholder's subscription notice for the Rights Offering.

The foregoing preemptive rights of the holders of common stock do not apply to the following transactions:

- (i) The issuance of Additional Securities pursuant to a merger or share exchange with another business organization;
- (ii) The initial issuance of shares of common stock by the corporation within 180 days following the date of incorporation of the corporation; and
- (iii) A public offering of the corporation's common stock that is registered with the United States Securities and Exchange Commission pursuant to the Securities Act of 1933 or any federal law that is enacted in substitution for that Act.

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However, the foregoing preemptive rights apply to all other issuances of Additional Securities by the corporation, including without limitation the following:

- (A) Securities issued for consideration other than cash or promissory notes;
- (B) Securities issued as compensation to agents, officers, directors, employees, and consultants of the corporation or its affiliates or subsidiaries; and
- (C) Securities issued to satisfy conversion or option rights created to provide compensation to agents, officers, directors, employees, or consultants of the corporation or its affiliates or subsidiaries.

The corporation may issue, or offer to issue, to any person for a period of 180 continuous calendar days after the expiration of a Rights Offering any of the Additional Securities that were the subject of the Rights Offering and were not subscribed for purchase by holders of common stock in the Rights Offering. The terms of the offering (including the consideration) must be the same or less favorable (to the purchaser) than the terms on which the Additional Securities were offered to shareholders in the Rights Offering. Any offer or issuance of Additional Securities that is made or accepted by the corporation on different or more favorable terms (including less or different consideration) or after the expiration of the 180-day period specified above will again be subject to the preemptive rights of shareholders that are provided in this article.

ARTICLE VII. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at the time and on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

Robert C. Rasmussen
100 South Ashley Drive, Suite 1300
Tampa, Florida 33602

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The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

Robert C. Rasmussen
Robert C. Rasmussen, as incorporator

4-17-01
Date

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

Kenneth C. Faliero
Kenneth C. Faliero, as Registered Agent

4/17/01
Date

2544-001*B Articles of Incorporation

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