

P010000044109

April 27, 2001

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
4/28/01

Dear Representative:

Enclosed please find two copies
of the Articles of Incorporation for
Motor Sport Gallery, Inc. Additionally,
enclosed is a money order for 70.00 for
the filing fee and one for \$8.75 for a
certified copy to be returned to:

Sunia Y. Marsh
684 Yorkshire Dr.
Drieda, FL 32765

400004100934--7
-05/01/01--01033--014
*****70.00 *****70.00
400004100934--7
-05/01/01--01033--015
*****8.75 *****8.75

Thank you for your assistance in this
matter.

Sincerely,

Sym Marsh

Sunia Y. Marsh

FILED
01 APR 30 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FL 32304

**ARTICLES OF INCORPORATION
OF
MotorSport Gallery, Inc.**

FILED
01 APR 30 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Chapter 607 and/or Chapter 621, Florida Statutes (Profit), the undersigned, acting as incorporator, adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be MotorSport Gallery, Inc.

EFFECTIVE DATE
04/28/01

ARTICLE II PRINCIPAL OFFICE

The street address of the initial principal place of business/ mailing address is:

684 Yorkshire Drive
Oviedo, Florida 32765

ARTICLE III PURPOSE

The purpose of this corporation is to engage in:

1. The business of motor vehicle sales and motor vehicle accessory sales; and
2. To transact any other activity, trade or business permitted under the laws of the United States and the state of Florida; and
3. To do such other lawful things as are incidental to the above or necessary in order to accomplish the above.

ARTICLE IV SHARES OF STOCK

The corporation is authorized to issue a maximum of 10,000 shares of common stock at a par value of \$1 per share. Consideration for shares of the corporation's stock may be money, property, or services performed as fixed by the Board of Directors.

ARTICLE V INITIAL DIRECTORS

The Board of Directors shall initially be set at three (3) members. The number of Directors may be changed as provided in the by-laws of the corporation. The initial Directors shall be:

Articles of Incorporation

MotorSport Gallery, Inc.

Anthony R. Marsh
684 Yorkshire Drive
Oviedo, FL 32765

Sunia Y. Marsh
684 Yorkshire Drive
Oviedo, FL 32765

Jocye A. Marsh
2389 Koebel Road
Columbus, OH 43207

ARTICLE VI REGISTERED AGENT

The registered agent of the corporation is:

Sunia Y. Marsh, Esq.
684 Yorkshire Drive
Oviedo, FL 32765

ARTICLE VII INCORPORATOR

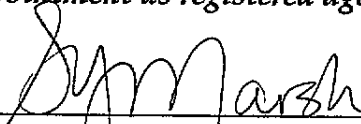
The incorporator is:

Anthony R. Marsh
c/o 684 Yorkshire Drive
Oviedo, FL 32765

ARTICLE VIII EFFECTIVE DATE

The effective date of these Articles of Incorporation is April 28, 2001.

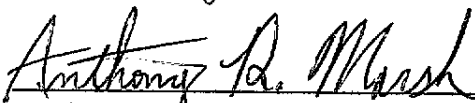
Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Sunia Y. Marsh, Registered Agent

4/27/01

Date



Anthony R. Marsh, Incorporator

4/27/01

Date