

**BERNARDO PROTANO, ESQUIRE, P.A.**

2301 NORTH 22<sup>ND</sup> AVE.  
HOLLYWOOD, FL 33020 U.S.A.

PHONE: (954) 392-3738 • PAGER: (954) 405-1103 • FAX: (954) 983-4034

email: benprotanoesquire@hotmail.com

*P01000060098*

June 11, 2001

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
ATTN: New Filings

400004419984--8  
-06/14/01--01063--022  
\*\*\*\*78.75 \*\*\*\*78.75

To whom it may concern:

Enclosed please find Articles of Incorporation for Rio MOTOR SPORTS, Inc. These Articles are being submitted for the purpose of forming a new Florida Corporation. I am submitting 2 (two) copies of the Articles in order to have a certified copy returned to me in the enclosed self addressed stamped envelope.

Payment via check number 1050 in the amount of \$78.75 (seventy-eight dollars and seventy-five cents) to cover the filing fee, registered agent fee, and certified copy fee is enclosed.

If there are any questions or comments regarding these Articles or contents of the mailing, please feel free to contact this office at the above address or numbers the correct fax number is (954)920-2057. Thank you for your attention to this matter.

Sincerely,

*B. Protano*  
Bernardo Protano, Esq.

enc.: Articles for Rio MOTOR SPORTS, Inc. (2 sets)  
SASE  
Check Number 1050, \$ 78.75

FILED  
01 JUN 14 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROWN JUN 1 8 2001 ✓

**ARTICLES OF INCORPORATION  
OF**

**Rio MOTOR SPORTS, Inc.**

**FILED**  
01 JUN 14 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I:** The name of the Corporation is Rio MOTOR SPORTS, Inc.

**ARTICLE II:** The principle place of business and mailing address of this Corporation shall be:

1300 South West 13th Drive  
Suite 112  
Boca Raton, FL 33486

**ARTICLE III:** The aggregate number of shares of stock that Rio MOTOR SPORTS, Inc. shall have the authority to issue and have outstanding at any one time is 1000 shares of the Capital Stock with a par value of \$.0025 per share.

Initial Issue: 1000 shares of the Capital Stock of Rio MOTOR SPORTS, Inc. shall be issued by directive of the Board of Directors at a par value of \$.0025 per share.

Dividends: The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by

the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of Rio MOTOR SPORTS, Inc.

Class of Stock: The shares of Rio MOTOR SPORTS, Inc. are not to be divided into Classes. There shall be only one class of shares authorized, issued and outstanding.

**ARTICLE IV:** The name and Florida street address of the initial Registered Agent are:

ROGER SCOTTON  
1300 South West 13th Drive  
Suite 112  
HOLLYWOOD, FL 33020

**ARTICLE V:** The name and address of the Incorporator is:

BERNARDO PROTANO, ESQUIRE, P.A.  
2301 NORTH 22ND AVENUE  
HOLLYWOOD, FL 33020

**ARTICLE VI:** The purpose for which Rio MOTOR SPORTS, Inc. is organized is to engage in the operation of a racing team to participate in sanctioned, mechanized motor sporting events throughout the world, operate any activities lawfully surrounding motor/mechanized sports and associated merchandizing, and any activity of business permitted under the laws of the state of Florida and of the United States.

**ARTICLE VII:** The initial Board of Directors shall consist of one Director, Roger Scotton, or his designee/successor; a director is not required to be a resident of the state of Florida nor be a shareholder of Rio MOTOR SPORTS, Inc.

However, Rio MOTOR SPORTS, Inc. shall be authorized to increase or decrease the number of members of the Board of Directors by a vote of two-thirds of the Shares of Stock in favor of such a proposal.

**ARTICLE IIX:** The name and address of the person who shall serve as Director until the first annual meeting of shareholders, or until a successor(s) shall have been elected and qualified, is as follows:

Roger Scotton  
1300 South West 13th Drive  
Suite 112  
Boca Raton, Florida 33486

**ARTICLE IX:** Two-thirds of the Stockholders of Rio MOTOR SPORTS, Inc. shall be required for any shareholder action.


**ARTICLE X:** The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholders meeting, with not less than a two-thirds vote of the stock.

**ARTICLE XI:** The holders of the stock of Rio MOTOR SPORTS, Inc. shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such share(s) of the stock of Rio MOTOR SPORTS, Inc. as may be issued for money, any property, or services from time to time, in addition to that stock authorized and issued by Rio MOTOR SPORTS, Inc. The preemptive right of any holder is determined by the ratio of

the authorized and issued shares of stock held by the holder to all shares of stock currently authorized and issued.

**ARTICLE XII:** Where permitted by law, the Board of Directors will be permitted to conduct meetings of the Board of Directors by conference telephone call, provided two-thirds of the Board of Directors consent to said meeting via conference telephone call. Said consent must be confirmed in writing.

IN WITNESS OF, the undersigned has made and subscribed of these Articles of Incorporation in Broward County, Florida, on this 11th day of June, 2001.

  
BERNARDO PROTANO, ESQUIRE, P.A.  
INCORPORATOR

  
ROGER SCOTTON  
REGISTERED AGENT

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for Rio MOTOR SPORTS, Inc.

  
ROGER SCOTTON  
REGISTERED AGENT

FILED  
01 JUN 14 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA:  
COUNTY OF BROWARD:

BEFORE ME, the undersigned authority, personally appeared, ROGER SCOTTON, who, has produced a valid form of identification and presented himself as the person described in and who subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me, according to law, that he made and subscribed the same for the purpose and uses therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State last aforesaid on this 11<sup>th</sup> day of JUNE, 2001.

Antonia Moore  
Notary Public - State of Florida  
Seal:

