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EFFECTIVE DATE
10-23-01

FILED
01 OCT 24 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 23, 2001

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-10/24/01--01057--017
*****70.00 *****70.00

Re: Nicholas Gabehart Motor Sports, Inc.

Dear Sir or Madam:

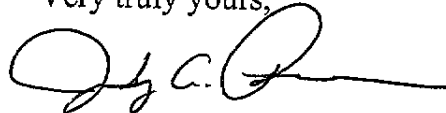
Enclosed please find the original Articles of Incorporation for the above-referenced corporation. Please file the original and confirm such filing in writing at your earliest convenience.

A check in the amount of \$70.00 is enclosed for the filing fee.

Please contact me if you have questions or require additional information.

Thank you for your assistance.

Very truly yours,



Judy A. Romano

Enclosures

cc: Mr. Bruce Nicholas

D. BROWN OCT 25 2001

EFFECTIVE DATE
10-23-01

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01 OCT 24 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NICHOLAS GABEHART MOTOR SPORTS, INC.**

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

ARTICLE I

Corporate Name and Address

The name of the Corporation is Nicholas Gabehart Motor Sports, Inc., and the mailing address of the Corporation is 588 Ridge Drive, Naples, Florida 34102.

ARTICLE II

Corporate Purpose

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 1,000, all of which are to be voting common stock having a par value of \$1.00 per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 588 Ridge Drive, Naples, Florida 34102. The name of the initial registered agent of the Corporation at the registered office shall be Mitchell Bruce Nicholas.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of one person. The Directors shall be elected annually in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one. The name and address of the initial Director to hold office until the first annual meeting of the Board of Directors, and until successors shall have been elected and qualify, are as follows:

Mitchell Bruce Nicholas
588 Ridge Drive
Naples, Florida 34102

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:

Mitchell Bruce Nicholas
588 Ridge Drive
Naples, Florida 34102

ARTICLE VII

Commencement of Existence

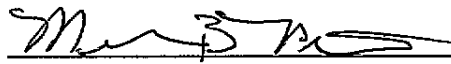
The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII

Duration

The term of existence of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 23rd day of October, 2001.



Mitchell Bruce Nicholas, Incorporator

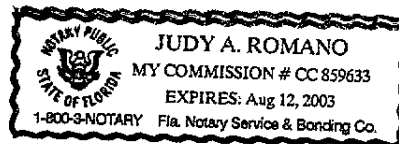
STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 23rd day of October, 2001, by Mitchell Bruce Nicholas, who is personally known to me.



Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

Nicholas Gabehart Motor Sports, Inc., in compliance with Section 48.091, Florida Statutes, submits the following:

Nicholas Gabehart Motor Sports, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Naples, Collier County, Florida, has named Mitchell Bruce Nicholas, as its registered agent to accept service of process within Florida.

Nicholas Gabehart Motor Sports, Inc.,
a Florida corporation,

By: Mitchell Bruce Nicholas
Mitchell Bruce Nicholas, Incorporator

Date: 10/23/01

ACCEPTANCE OF REGISTERED AGENT

FOR

NICHOLAS GABEHART MOTOR SPORTS, INC.

I, Mitchell Bruce Nicholas, having been named to accept service of process for Nicholas Gabehart Motor Sports, Inc., at the place designated in the Articles of Incorporation, hereby accept the obligations of a registered agent under the Florida Business Corporation Act.

Mitchell Bruce Nicholas
Mitchell Bruce Nicholas
10/23/01
Date

01 OCT 24 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED