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Allweiss & Allweiss
Babboni

ATTORNEYS AT LAW
A Partnership of Professional Associations

Allen P. Allweiss
Michael D. Allweiss
Michael J. Babboni

111-2nd Avenue N.E.
Suite 620
St. Petersburg, FL 33701
(727) 827-4944
Fax (727) 827-4942

11/9/01

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

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*****78.75 *****78.75

RE: PREMIER MOTORSPORTS, INC.

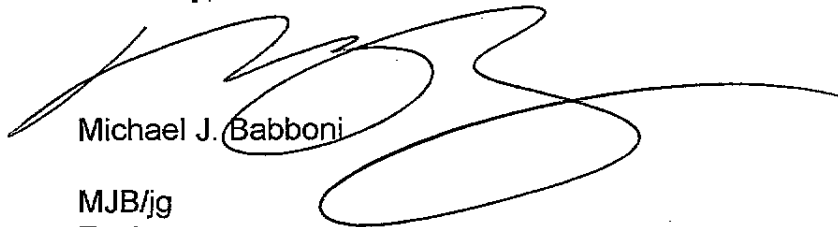
Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation together with the Certificate of Registered Agent in referenced to the above-named corporation. Please file these Articles and return your Certificate of Incorporation together with a photocopy of the filed Articles of Incorporation to this office.

Also, enclosed is a check in the amount of \$ 78.75 which represents the appropriate fees.

If you should have any questions please do not hesitate to contact me.

Sincerely,



Michael J. Babboni

MJB/jg
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

PREMIER MOTORSPORTS, INC.,

ARTICLE I

The name of this corporation is **PREMIER MOTORSPORTS, INC.**

ARTICLE II

This corporation shall exist perpetually, commencing as of the filing of these Articles.

ARTICLE III

This corporation is organized for the following purposes:

Purchasing and selling of pre-owned automobiles to and from wholesalers, auctions, dealers and the public.

ARTICLE IV

This corporation is authorized to issue One Hundred Shares of One Dollar (\$1.00) par value stock.

ARTICLE V

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are as follows:

Michael J. Babboni, 111 2nd Avenue N.E., Ste. 620, Ste. Petersburg, Florida 33701

and the principal office address of this corporation is as follows:

9293 Bay Pines Blvd., St. Petersburg, FL 33708

ARTICLE VI

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws

of the corporation, but shall never be less than one.

The name and address of the initial directors of this corporation are:

<u>NAME:</u>	<u>ADDRESS:</u>	
MICHAEL D. MARINI	8071 12 th Avenue South St. Petersburg, FL 33707	PRESIDENT
MICHAEL J. BABBONI	111 2 nd Avenue N.E., Ste. 620 St. Petersburg, FL 33701	VICE PRESIDENT
REGINA L. RESOP	7814 9 th Avenue South St. Petersburg, FL 33707	SECRETARY/ TREASURE

ARTICLE VII

The name and address of the incorporator executing these Articles of Incorporation is:

<u>NAME:</u>	<u>ADDRESS:</u>
MICHAEL J. BABBONI	111 Second Avenue N.E., Suite 620 St. Petersburg, FL 33701

ARTICLE VIII

Section 1.) The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time.

Section 2.) Upon proper notice, the By-Laws may be amended, altered or rescinded by majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX

Shares of capital stock of this corporation issued initially shall be held by the initial shareholders and may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining share holders or to this corporation.

ARTICLE X

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided in the By-Laws.

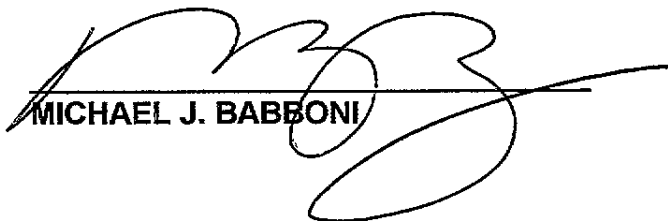
ARTICLE XI

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Corporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8 day of November, 2001.


MICHAEL J. BABBONI

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared


Michael J. Babboni, to me known to be the person who executed the foregoing Articles of Incorporation, and who ^{is personally known to me,} ~~has produced a driver's license as~~ identification and he acknowledged to and before me that he executed such instrument.

SWORN TO AND SUBSCRIBED before me this 8th day of November, 2001.



Notary Public

My Commission Expires:

Articles of Incorporation were sworn to and acknowledged before me this 8th day of November, 2001, by Michael J. Babboni, who is personally known to me or who has produced _____ as identification and did/~~did not~~ take an oath.


Notary Public (SEAL)

My Commission Expires:

 Jennifer M Keenan
My Commission CC748151
Expires July 10, 2002

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

That **PREMIER MOTORSPORTS, INC.**, desiring to organize or qualify under the
laws of the State of Florida, with its principal place of business at 9239 Bay Pines Blvd.,
St. Petersburg, Florida, 33701, as its agent to accept service of process within Florida.

SIGNATURE: 

MICHAEL J. BABBONI, ESQ.

TITLE:

INCORPORATOR

DATE:

11-9-01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE OF DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

MICHAEL J. BABBONI, ESQ.

DATE:

11-9-01