

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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G + G Motor Sports, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search **J. BRYAN NOV 28 2001**
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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DIVISION OF CORPORATIONS

Signature _____

Requested by: SK

Name _____

11/28/01
Date

11:12
Time

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION
OF
G & G MOTOR SPORTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is G & G Motor Sports, Inc.

ARTICLE II - Principal Office
and Mailing Address of the Corporation

The address of the principal office of the corporation is 14603 McGrady Road, Balm, Florida 33053 and its mailing address is Post Office Box 246, Balm, Florida 33053.

ARTICLE III - Commencement and Duration

The corporation is to commence its corporate existence effective immediately, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - Stock

The corporation is authorized to issue ten thousand (10,000) shares of \$0.25 par value common stock, which shares shall be a single class.

ARTICLE VI - Preemptive Rights

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price offered to others, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not of unissued

shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders have qualified, shall be:

<u>Name</u>	<u>Business Address</u>
Donn Goodson	14603 McGrady Road, Balm, Florida 33053
John Gilbertson	14603 McGrady Road, Balm, Florida 33053

ARTICLE VIII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE IX - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE X - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XI - Incorporator

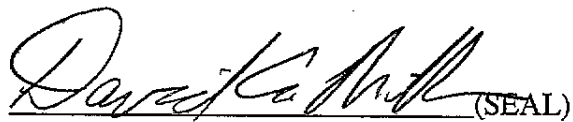
The name and address of the Incorporator to these articles of incorporation are:

<u>Name</u>	<u>Address</u>
David A. Miller	Post Office Box 24628, Lakeland, FL 33802

ARTICLE XII - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 225 E. Lemon Street, Suite 300, Lakeland, Florida 33801 and the name of the initial registered agent of the corporation at that address is David A. Miller.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 27th day of November, 2001.

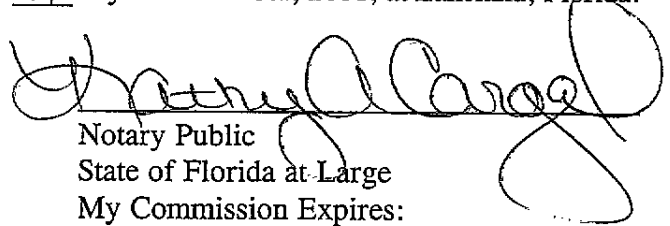

_____(SEAL)
DAVID A. MILLER, Incorporator

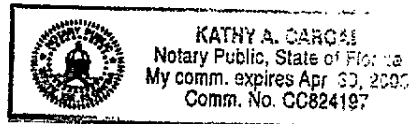
STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared DAVID A. MILLER, who [] is personally known to me or who [] has produced _____ as identification.

WITNESS my hand and official seal this 27 day of November, 2001, at Lakeland, Florida.

(NOTARIAL SEAL)


Notary Public
State of Florida at-Large
My Commission Expires:



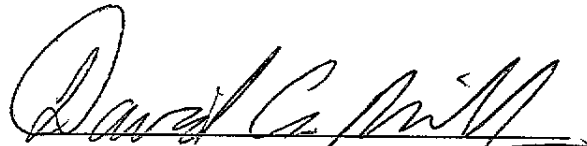
To: The Department of State
Tallahassee, Florida 32304

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

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

G & G Motor Sports, Inc., with its place of business at 14603 McGrady Road, Balm, Florida 33053, has named David A. Miller, located at 225 E. Lemon Street, Suite 300, Lakeland, Florida 33801, as its agent to accept service of process within Florida.

Dated: November 27, 2001.


DAVID A. MILLER, Incorporator

Having been named to accept service of process for the above-stated corporation at the place 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, and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation Act.

Dated November 27, 2001.


DAVID A. MILLER
Registered Agent

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE