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RIKKI W. ZEE

PETER A. MILLER
EDWARD N. WINTZ
of Counsel

January 8, 2002

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Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: VASCO MOTORSPORTS, INC.
Our File No. : 011470

Dear Sir/Madame:

This firm represents Vasco Motorsports, Inc. Enclosed please find two copies of its Articles of Incorporation, along with a check for \$78.75 payable to the Department of State in order to cover the cost of filing them. Please provide me with a copy of the Articles once they are filed.

Thank you.

Sincerely,

MARIANO GARCIA

MG/kgm
010802
Enclosures
cc: Daniel Urrutia
Vina & Company

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JAN 14 PM 3:41

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3440 Hollywood Boulevard
Second Floor
Hollywood, Florida 33021
TEL (954) 961-1400

ORLANDO
Two South Orange Avenue
Suite 300
Orlando, Florida 32801
TEL (407) 649-9797

FORT MYERS
2000 Main Street
Suite 702
Fort Myers, Florida 33901
TEL (941) 337-1101
FAX (941) 334-3383

CORAL GABLES
2600 Douglas Road
Suite 311
Coral Gables, Florida 33134
TEL (305) 648-2501
FAX (305) 648-2902

PENSACOLA
125 W. Romana Street
Suite 150
Pensacola, Florida 32501
TEL (850) 436-6605
FAX (850) 436-2102

**ARTICLES OF INCORPORATION
OF
VASCO MOTORSPORTS, INC.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:

Vasco Motorsports, Inc.

ARTICLE II

ADDRESS

The mailing address of the corporation is:

20268 Hacienda Court
Boca Raton, Florida 33498

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 1,000 shares of Common Stock at \$.01 par value.

Mariano Garcia, Esq. (FL Bar No. 0031143)
Conroy, Simberg, Ganon, Krevans & Abel, P.A.
1801 Centrepark Drive East, Suite 200
West Palm Beach, FL 33401
Phone: (561) 697-8088

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1801 Centrepark Drive East, Suite 200
West Palm Beach, Florida 33401

The name of the initial registered agent of this Corporation at that address shall be:

Mariano Garcia

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors of the corporation shall be established and regulated by the Bylaws.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

Name
Mariano Garcia

Street Address
1801 Centrepark Drive East, Ste. 200
West Palm Beach, Florida 33401

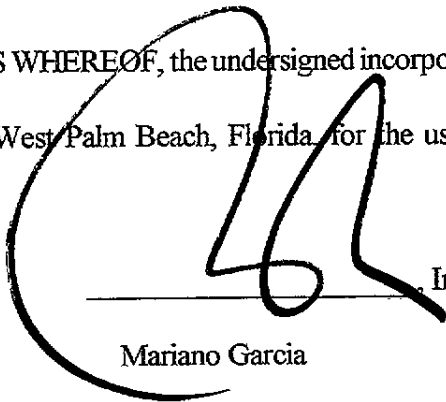
ARTICLE VII
DIRECTORS

The name and address of the individuals who are to serve as the initial directors of this Corporation are:

Name
Daniel Urrutia

Street Address
20268 Hacienda Court
Boca Raton, Florida 33498

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 8th day of January, 2002.

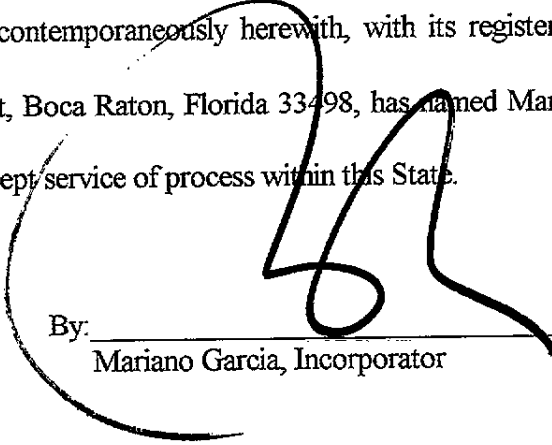


Mariano Garcia

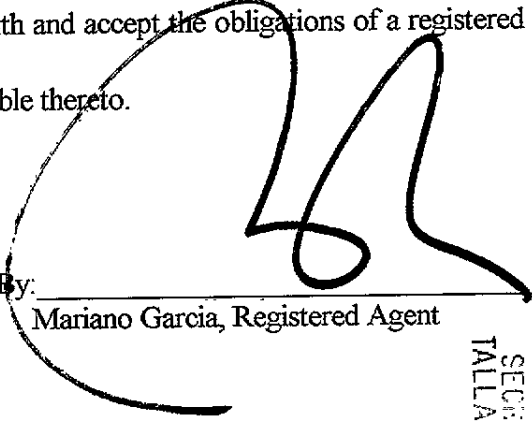
Incorporator

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Vasco Motorsports, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 20268 Hacienda Court, Boca Raton, Florida 33498, has named Mariano Garcia, located thereat as its registered agent to accept service of process within this State.

By: 
Mariano Garcia, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: 
Mariano Garcia, Registered Agent

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TALLAHASSEE, FLORIDA