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**GOETZ, HARTMAN & LANDSTEINER**  
**A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS**  
**ATTORNEYS AT LAW**

JAMES L. GOETZ, P.A.  
NORMAN A. HARTMAN, JR., P.A.  
KARL C. LANDSTEINER, P.A.

2133 Winkler Avenue, Suite 300  
Fort Myers, Florida 33901  
(941) 936-2841  
(941) 936-4197 fax

PLEASE REPLY TO:  
P.O. Box 6844  
Fort Myers, Florida 33911

March 19, 2002

Division of Corporations  
Secretary of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-03/21/02--01064--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Incorporation of Sundaze Enterprises, Inc.

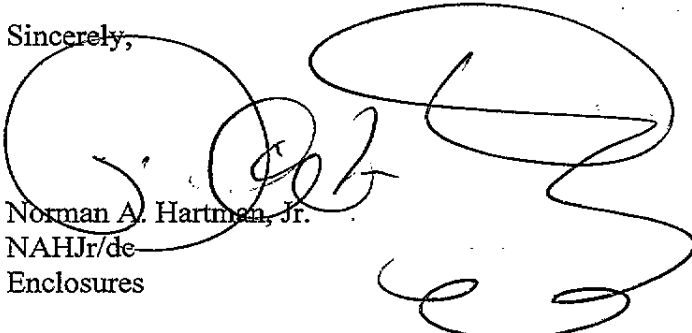
Gentlemen:

Enclosed herein you will find an original and one copy of the proposed Articles of Incorporation relative to the above-referenced profit corporation, along with a check in the amount of \$78.75 for filing fees, charter tax, etc.

Would you please be so kind as to forward a certified copy of the approved Articles directly to this office upon filing of same.

Thank you for your anticipated cooperation and if you have any questions concerning this filing, please do not hesitate to contact our office.

Sincerely,

  
Norman A. Hartman, Jr.  
NAHJr/de  
Enclosures

cc: John F. Penning

FILED  
02 MAR 21 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

bm 3/27

ARTICLES OF INCORPORATION  
OF  
SUNDAZE ENTERPRISES, INC.

FILED  
02 MAR 21 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

Article I - NAME

The name of the corporation is SUNDAZE ENTERPRISES, INC.

ARTICLE II - DURATION

The period of duration of the corporation is perpetual.

Article III - PURPOSE

The purpose for which the corporation is organized is to conduct an auto racing business permitted under the laws of the United States and of this State.

Article IV - AUTHORIZED SHARES

Number. The aggregate number of shares that the corporation shall have the authority to issue is five hundred (500) shares of capital stock with a par value of \$1.00 per share.

Initial issue. Five hundred (500) shares of capital stock of the corporation shall be issued as follows:

100 shares

John F. Penning

Stated capital. The sum of the value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

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 the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

Article V - REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the corporation is 133 Andre Mar Drive, Fort Myers Beach, Florida 33931, and the name of the initial registered agent at such address is JOHN F. PENNING.

#### Article VI - NUMBER OF DIRECTORS

The initial board of directors shall consist of one (1) member, who need not be a resident of the State of Florida nor a shareholder of the corporation.

#### Article VII - NAME AND ADDRESS OF DIRECTOR

The name and address of the person who shall serve as director and officer until the first annual meeting of shareholders, or until his successor shall have been selected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	
John F. Penning	133 Andre Mar Drive Fort Myers Beach, FL 33931	President/V.P. Treasurer/Sec.

#### Article VIII- INCORPORATOR

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
John F. Penning	133 Andre Mar Drive Fort Myers Beach, Florida 33931

#### ARTICLE IX - SHAREHOLDER ACTION

An affirmative vote of a majority of the shares of the corporation shall be required for any shareholder action.

#### Article X - AMENDMENT

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 majority vote of the common stock.

#### ARTICLE XI - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive rights of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

Article XII - PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 133 Andre Mar Drive, Fort Myers Beach, Florida 33931 and its mailing address is the same.

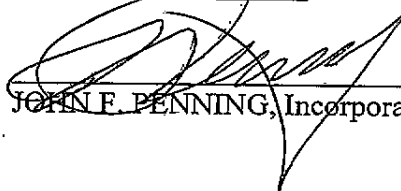
ARTICLE XIII - POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIV - SALE OR ENCUMBER

The Board of Directors of the corporation may not authorize any sale, mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of a majority of the shares of the corporation entitled to vote thereon and not otherwise.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation at Fort Myers Beach, Florida, on the 8 day of March, 2002

  
JOHN F. PENNING, Incorporator

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me on the 8 day of March, 2002, by JOHN F. PENNING, who is personally known to me or who has produced FL DL P552-46-46-443-0 as identification and who did take an oath.

WITNESS, my hand and official seal in the state and county aforesaid on the day and year first above written.



Claudia A. Paesano  
MY COMMISSION # CC859285 EXPIRES  
July 29, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.

  
Notary Public (SEAL)

CLAUDIA A. PAESANO  
Typed or printed name of notary

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA,  
NAMING AGENT UPON WHOM SERVICE MAY BE MADE

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the following statement is submitted in compliance with said Statute:

THAT, SUNDAZE ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its initial principal office at 133 Andre Mar Drive, Fort Myers Beach, Florida 33931, has named John F. Penning, located at 133 Andre Mar Drive, Fort Myers Beach, Florida 33931 as its agent to accept service of process within this State.

SUNDAZE ENTERPRISES, INC.

By: 

John F. Penning, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above corporation at the place designated in this certificate, I hereby accept to act in this capacity. 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 my position as registered agent.

  
John F. Penning

FILED  
02 MAR 21 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA