

APR-16-02 TUE 9:09 AM

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APR-16-2002 TUE 08:24 AM BLACKSTONE LEGAL SUPP

FAX NO. 8545834117

P. 04/08

Division of Corporations

4/16/02 8:49 AM

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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850)385-6735
Fax Number : (954)641-4192

FLORIDA PROFIT CORPORATION OR P.A.

Southern Racing, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

02 APR 16 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APR-16-02 TUE 9:10 AM

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ARTICLES OF INCORPORATION

OF

SOUTHERN RACING, INC.

ARTICLE I
NAME

The name of the corporation shall be:

SOUTHERN RACING, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address
of this corporation shall be:

4312 DIAMOND WAY
WESTON, FLORIDA 33331

ARTICLE III
DURATION

This corporation shall have perpetual existence.

ARTICLE IV
PURPOSE

This corporation is organized for the purpose of any
lawful business in the state of Florida.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue Ten Thousand shares
of One Cent (\$.01), par value common stock.

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TALLAHASSEE, FLORIDA

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ARTICLE VI
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

4312 DIAMOND WAY
WESTON, FLORIDA 33331

and the name of the initial registered agent of this corporation at that address is:

LYNN E. CARLISI

ARTICLE VIII
INITIAL BOARD OF DIRECTORS, OFFICERS

This corporation shall have ONE (1) Directors who shall also serve as officers of the corporation. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The name and address of the Director and officer is as follows: LYNN E. CARLISI
4312 DIAMOND WAY, WESTON, FLORIDA 33331

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ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator signing these Articles is:

LYNN E. CARLISI
4312 DIAMOND WAY
WESTON, FLORIDA 33331


ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer, director, or any former officer or director, to the full extent permitted by law.

ARTICLE X
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporation has executed these Articles of Incorporation this 10 day of April, 2002.


LYNN E. CARLISI
Incorporator

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STATE OF FLORIDA)
) ss.
COUNTY OF Pinellas)

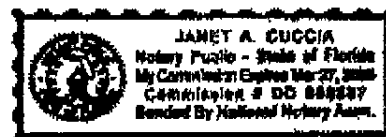
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LYNN CAPEISI who produced driver's license as identification and to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10 day of April 2002.


NOTARY PUBLIC, State of Florida

My Commission Expires:

(SEAL)



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is

SOUTHERN RACING, INC.

2. The name and address of the registered agent and office is:

LYNN E. CARLISI
4312 DIAMOND WAY
WESTON, FLORIDA 33331

Signature: _____

LYNN E. CARLISI

Date: _____

4-10-02

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: _____

LYNN E. CARLISI
Registered Agent

Date: _____

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