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FILED

Rose E. Bransford  
3343 Riverside Avenue  
Jacksonville, Florida 32205

02 MAY 31 AM 11:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 29, 2002

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

RECEIVED  
02 MAY 31 AM 10:56  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RE: STAGE 6 MOTOR SPORTS, INC.

Dear Sir:

Please find enclosed a check in the amount of \$70. and the duly executed originals and copies for both the Articles of Incorporation of the above referenced corporation and the Certificate of Registered Agent.

Please call if you have questions:

Work: 904-354-5877  
Home: 904-389-3715

Sincerely,



Rose E. Bransford

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-05/31/02--01014--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CB 5-31

ARTICLES OF INCORPORATION

OF

STAGE 6 MOTOR SPORTS, INC.

FILED

02 MAY 31 AM 11:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME

Section 1.1. Name. The name of the corporation is  
STAGE 6 MOTOR SPORTS, INC. 7530 ARGYLE FOREST BLVD JACKSONVILLE, FL 32244

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSE

Section 3.1 Purpose. This corporation is organized for the purpose of transacting any or all-lawful business permitted under the laws of the United States and of the State of Florida.

## ARTICLE IV

### CAPITAL STOCK

Section 4.1 Authorized Capital. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the board of directors; provided, however, that in the event that such designation is not specifically made by the board of directors, said stock shall be deemed voting.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 4.3 Approval of Shareholders Required for Merger. The approval of a majority of the holders of Common Stock of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial principal registered office of this corporation is 3343 Riverside Avenue, Jacksonville, Florida 32205 and the mailing address is 3343 Riverside Avenue, Jacksonville, Florida 32205. The name of the initial registered agent of this corporation is Rose E. Bransford and her mailing address is 3343 Riverside Avenue, Jacksonville, Florida 32205.

## ARTICLE VI

### DIRECTORS

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and street address of the members of the first Board of Directors of the corporation are:

Rose E. Bransford      3343 Riverside Avenue  
Jacksonville, Florida 32205

Section 6.3 Compensation. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Section 6.4 Indemnification. The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## ARTICLE VII

### BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subjected to amendment or repeal by the Board of Directors.

## ARTICLE VIII

### INCORPORATION

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation is:

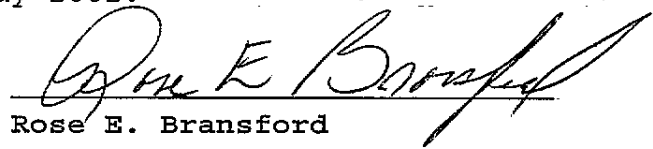
Rose E. Bransford  
3343 Riverside Avenue  
Jacksonville, Florida 32205

ARTICLE IX

AMENDMENT

Section 9.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 30 day of May 2002.

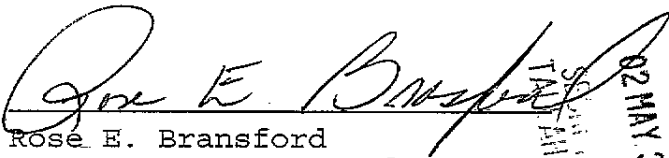
  
Rose E. Bransford

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Florida Statutes 48.091 and 607.034, the  
following is submitted:

STAGE 6 MOTOR SPORTS, INC., desiring to organize or qualify  
under the laws of the State of Florida, hereby designated Rose E.  
Bransford as its registered agent to accept service of process  
within the State of Florida and the address of its registered  
office shall be 3343 Riverside Avenue, Jacksonville, Florida  
32205.


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.

  
Rose E. Bransford  
Dated: 5-30-02

FILED  
02 MAY 31 AM 11:10  
STATE  
JACKSONVILLE, FLORIDA

STATE OF FLORIDA)  
COUNTY OF Duval SS

The foregoing instrument was acknowledged before me by Rose  
E. Bransford who is is not personally known to and/or who has  
produced \_\_\_\_\_ as identi-  
fication and who did/did not take an oath, this 30<sup>th</sup> day of May  
2002.

  
Notary Public  
State of Florida at Large  
My commission expires:

SUSAN G. STEVENSON

SUSAN G. STEVENSON  
Notary Public, State of Florida  
My comm. expires June 28, 2004  
Comm. No. CC 950541