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FLORIDA PROFIT CORPORATION OR P.A.

FORMULA 1 ENTERTAINMENT, INC.

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ARTICLES OF INCORPORATION
OF
FORMULA I ENTERTAINMENT, INC.

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TALLAHASSEE, FLORIDA

In compliance with Chapter 607 and/or Chapter 621, Florida Statutes, the undersigned, subscribers to these Articles of Incorporation, natural persons competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation is:

FORMULA I ENTERTAINMENT, INC.

ARTICLE II. PRINCIPLE OFFICE AND MAILING ADDRESS

The Corporation's principal place of business shall be in Broward County, Florida at:

3410 SOUTH DOUGLAS ROAD
MIRAMAR, FLORIDA 33025

The mailing address of the Corporation shall be in Broward County, Florida at:

3410 SOUTH DOUGLAS ROAD
MIRAMAR, FLORIDA 33025

The Board of Directors, from time to time, may move the principal place of business to any other County and/or address in the State of Florida and may also have lesser offices at such other places, within or outside the state, that the Board determines are beneficial or the business needs of the corporation require.

ARTICLE III. NATURE OF BUSINESS

The corporation shall have the unlimited power to engage in any activity or business permitted under the Laws of the United States of America and of the State of Florida.

ARTICLE IV. TERM OF EXISTENCE

The Corporation is formed to exist perpetually.

ARTICLE V. REGISTERED AGENT INITIAL REGISTERED OFFICE

The Registered Agents and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

These documents were prepared by
CASZIE HART, P.A.
Attorneys at Law
13899 Biscayne Blvd., Suite 314
Miami, Florida 33181

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NEIL HERNANDEZ
3410 SOUTH DOUGLAS ROAD
MIRAMAR, FLORIDA 33025

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. INCORPORATOR

The name and street address of the person signing these articles of incorporation as the Incorporator is:

KEVIN SIMERON
3410 SOUTH DOUGLAS ROAD
MIRAMAR, FLORIDA 33025

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR(S)

The name of the initial director of this Corporation and street addresses are:

ALAN LOPEZ
3410 SOUTH DOUGLAS ROAD
MIRAMAR, FLORIDA 33025

KEVIN SIMERON
3410 SOUTH DOUGLAS ROAD
MIRAMAR, FLORIDA 33025

The person(s) named as initial directors shall hold office until a successor is elected or appointed and qualified.

ARTICLE IX. INITIAL OFFICER(S)

The name(s) and street address(es) of the initial Officer(s) for the Corporation is:

ALAN LOPEZ
President & Chief Executive Officer
3410 SOUTH DOUGLAS ROAD
MIRAMAR, FLORIDA 33025

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JOEL SERANO
Vice President
3410 SOUTH DOUGLAS ROAD
MIRAMAR, FLORIDA 33025

KEVIN SIMERON
Secretary
3410 SOUTH DOUGLAS ROAD
MIRAMAR, FLORIDA 33025

NEIL HERNANDEZ
Treasurer
3410 SOUTH DOUGLAS ROAD
MIRAMAR, FLORIDA 33025

BERNADO FABRILETS
Treasurer
3410 SOUTH DOUGLAS ROAD
MIRAMAR, FLORIDA 33025

ARTICLE X. CAPITAL STOCK

Initially, the corporation shall issue one thousand (1,000) shares of Common Stock, having par value of \$1.00 each.

ARTICLE XI. INITIAL SHAREHOLDER(S)

The name and number of stocks of the initial investors and shareholder for the Corporation are:

<u>Name:</u>	<u>No of Stocks</u>	<u>% of Total</u>	<u>Type</u>
ALAN LOPEZ	700	70%	Common
KEVIN SIMERON	100	10%	Common
NEIL HERNANDEZ	100	10%	Common
BERNADO FABRILETS	100	10%	Common

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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ARTICLE XIII - OFFICIAL SIGNATORY

Either ALAN LOPEZ, President & Chief Executive Officer, and JOEL SERANO, Vice President, KEVIN SIMERON, Secretary or any other officer so designated, shall be official signatories of the Company for any and all documents, except Amendment(s) to these Articles which are only valid if signed by both ALAN LOPEZ, and JOEL SERANO or KEVIN SIMERON, jointly.

ARTICLE XIV. OPTIONAL PROVISIONS

1. **Selling existing stock.** Each shareholder has the right to sell, assign or otherwise transfer any portion or all of his or her shares. However, if a shareholder decides to exercise his right to sell, assign or otherwise transfer any portion or all of his or her shares, the remaining shareholders have the right of first refusal to acquire said shares and said right is expressly reserved by these Articles of Incorporation, pursuant to § 607.0630(4) of the Florida Statutes. The right of first refusal stated in this paragraph does not apply to transfers classified as gifts to family members under relevant sections of the IRS Code and relevant sections of Florida law.

2. **Selling New Stock.** If and when the corporation issues new stock, each investor shall have the right of first refusal to purchase said new stock, up to the allowable maximum.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 19th day of September, 2002.



KEVIN SIMERON, Secretary;
Incorporator

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared KEVIN SIMERON known to me to be the persons described in and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 19th day of September, 2002.



Signature of Notary Public



Caswell A. Hart
My Commission DD138272
Expires September 03 2006

Printed, typed or stamped name, and
Serial Number of Notary Public:
My Commission expires:
Notary Public, State of Florida.

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND
REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. § 607.0501, 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:

FORMULA 1 ENTERTAINMENT, INC.

2. The name and address of the Registered Agent and office to accept service of process in the State of Florida is:


NEIL HERNANDEZ
3410 SOUTH DOUGLAS ROAD
MIRAMAR, FLORIDA 33025

3. The street address of the Registered Office and the street address of the Registered Agent are identical.


KEVIN SIMERON, Secretary

ACKNOWLEDGEMENT:

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.


NEIL HERNANDEZ
REGISTERED AGENT.
September 19, 2002

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CASZIE HART, P.A.
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13899 Biscayne Blvd., Suite 314
Miami, Florida 33181

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