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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : CATHERINE E. DAVEY, P.A.
Account Number : I20010000248
Phone : (407)645-4833
Fax Number : (407)645-4832

FLORIDA PROFIT CORPORATION OR P.A.

Bentley Motorsports, Inc.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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

ARTICLE I

Name. The name of this corporation is Bentley Motorsports, Inc.

ARTICLE II

Principal Office and Mailing Address. The street address of the principal office and mailing address of the Corporation is 665 West Warren Avenue, Longwood, Florida 32750.

ARTICLE III

Duration. This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE IV

Purpose. This corporation may, and is authorized to, engage in any business or activity permitted under the laws of the United States or the State of Florida.

ARTICLE V

Common Stock. This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Stock."

ARTICLE VI

Initial Registered Office and Registered Agent. The street address of the initial registered office of this corporation is Suite 200, 151 Lookout Place, Maitland, Florida 32751, and the name of the initial registered agent of this corporation at that address is CATHERINE E. DAVEY.

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ARTICLE VII

Initial Board of Directors. This corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation is:

NAME	ADDRESS
WILLIAM C. BENTLEY	665 West Warren Avenue Longwood, Florida 32750

ARTICLE VIII

Incorporator. The name and address of the Incorporator signing these articles is CATHERINE E. DAVEY, ESQUIRE, Suite 200, 151 Lookout Place, Maitland, Florida 32751.

ARTICLE IX

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

ARTICLE X

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of the Corporation.

ARTICLE XI

Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 13th day of January, 2002.


CATHERINE E. DAVEY, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CATHERINE E. DAVEY, known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 13th day of January, 2002.


NOTARY PUBLIC



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING
REGISTERED OFFICE AND REGISTERED AGENT**

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

FIRST that BENTLEY MOTORSPORTS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 665 West Warren Avenue, Longwood, Florida 32750, has named CATHERINE E. DAVEY, located at Suite 200, 151 Lookout Place, Maitland, Florida 32751, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named 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 performance of my duties.

Dated: January 13, 2002

By:


CATHERINE E. DAVEY, Registered Agent

H02000145336 2