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(Requestor's Name)

CARLOS GONZALEZ
4614 CALENDULA DR.
ORLANDO, FLA. 32809

(Address)

32839

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAR 07 2003

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03 MAR -6 PM 2:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SPORTY MOTORSPORT INC.

The undersigned subscriber to these Articles of Incorporation make, subscribe and acknowledge the following Articles of Incorporation under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the Corporation shall be:
SPORTY MOTORSPORT INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation shall begin its corporate existence as of the felling of these Articles of Incorporation and shall exist perpetually.-

ARTICLE III - GENERAL PURPOSE

This Corporation is organized for the purpose of trabsacting any and all lawful business for the Corporation organized under the Business Corporation Act of the State of Florida.-

ARTICLE IV - CAPITAL STOCK

The aggregate number of share which the Corporation shall have authority to issue shall be 100 shares of common stock with a par value of \$1.00 per share.-

ARTICLE V - PRINCIPAL OFFICE

The principal place of business of the Corporation shall be:

7332 Omega St. Winter Park, Florida 32792.

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may fit.-

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of the Corporation shall be: AXEL E. COLON at the registered address of 7332 Omega St. Winter Park, Florida 32792.-

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A.- The initial number of Directors of the Corporation shall be one (1).-

B.- The number of Directors of the Corporation may be increased or decreased from time to time pursuant to the By-laws accepted by the shareholders, but shall never be less than the minimum number of Directors required by applicable law.-

C.- The name and address of the initial member of the Board of Directors, who shall hold office until their successor are duly elected and qualified, is:

Axel E. Colon
7332 Omega St.
Winter Park, Fl. 32792

ARTICLE VIII - ~~INCORPORATION~~

The name and address of the person signing these Articles of Incorporation is:

Axel E. Colon -- 7332 Omega St.
Winter Park, Fl. 32792

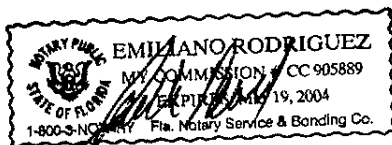
ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by laws.- =

ARTICLE X - RESTRICTION ON TRANSFER OF STOCKS

Shares held by shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders and to the Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified and set forth in the By-laws.-

IN WITNESS WHEREOF, the subscriber affixed his
signature this 26 days of FEB 2002.



Axel E. Colon

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 26 day of FEB., 2002, by Axel E. Colon who has produce his Florida Driver License as identification, who did not take and oath and who executed the foregoing Articles of Incorporation.-

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Axel E. Colon, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accepted such appointed, and does hereby state that he is familiar with and accepts the obligation impose pursuant to Florida Statutes 607.325 of the Florida Professional Service Corporation Act.


Axel E. Colon



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TALLAHASSEE, FLORIDA