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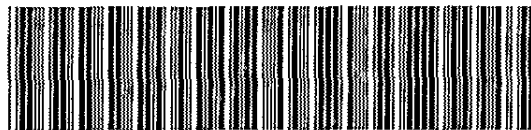
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03 MAR 31 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FL 32301

FILED

03/31/03--01036--015 **122.50

4-3-03
[Signature]

MARCH 19, 2003

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

RE: MICHAEL BARNES RACING, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Charter Tax, Filing Fee, Certified Copy of Articles of Incorporation and Filing Fee for Registered Agent Certificate for the above named corporation.

Very truly yours,


MICHAEL F. BARNES

MICHAEL BARNES RACING, INC.

**ARTICLES OF INCORPORATION
OF
MICHAEL BARNES RACING, INC.**

FILED
03 MAR 31 PM 2: 38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MICHAEL BARNES RACING, INC.

The principal place of business of this corporation shall be:

8493 BOCA RIO DRIVE, BOCA RATON, FLORIDA 33433

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 8493 BOCA RIO DRIVE, BOCA RATON, FLORIDA 33433, and the name of the initial registered agent of the corporation at the address is MICHAEL F. BARNES.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE 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 prorata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1362 of the Internal Revenue Code and that the corporation will file as a S Corporation.

ARTICLE VIII OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

MICHAEL F. BARNES
PRESIDENT

8493 BOCA RIO DRIVE
BOCA RATON, FLORIDA 33433

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

That MICHAEL BARNES RACING, INC.,
desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at BOCA RATON, PALM BEACH COUNTY, State of FLORIDA, has named MICHAEL F. BARNES, located at 8493 BOCA RIO DRIVE, BOCA RATON, FLORIDA, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By 
Resident Agent

IN WITNESS WHEREOF, we have made, subscribed and acknowledged,
these Articles of Incorporation, this 19th day of MARCH, 2003.


MICHAEL F. BARNES

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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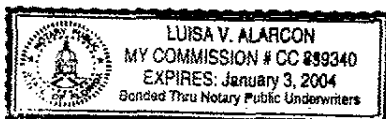
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally appeared before me, a
Notary Public duly authorized in the State and County above named to take
acknowledgements,

MICHAEL F. BARNES

to me well known to be the person described in and who executed the foregoing
Articles of Incorporation, and acknowledged before me that she subscribed to
these Articles of Incorporation.

WITNESS my hand and official seal this 19th day of MARCH, 2003.




NOTARY PUBLIC, State of Florida at Large