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ACCOUNT NO. : 072100000032 REFERENCE: 370554 6099A AUTHORIZATION : COST LIMIT : ORDER DATE: December 22, 2003 ORDER TIME : 11:09 AM ORDER NO. : 370554-005 CUSTOMER NO: 6099A CUSTOMER: Ms. Laraine C. Charbonneau Moyle Flanigan Katz Raymond & Sheehan, P.a. P.o. Box 3888 West Palm Beach, FL 33402-3888 DOMESTIC FILING NAME: PALM BEACH RACING TEAM, INC. EFFECTIVE DATE: XX ARTICLES OF INCORPORATION \_ CERTIFICATE OF LIMITED PARTNERSHIP \_\_ ARTICLES OF ORGANIZATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: \_\_ CERTIFIED COPY XX PLAIN STAMPED COPY

EXAMINER'S INITIALS:

\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

#### ARTICLES OF INCORPORATION

**OF** 

#### PALM BEACH RACING TEAM, INC.

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The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

### ARTICLE I Name of Corporation

The name of this Corporation shall be PALM BEACH RACING TEAM, INC. (the "Corporation").

# ARTICLE II Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 115 Westminster Road, West Palm Beach, Florida 33405.

### ARTICLE III Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
  - (b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

## ARTICLE IV Capital Stock

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

#### ARTICLE V 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 pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

## ARTICLE VII Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 N. Flagler Drive, 9<sup>th</sup> Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Wilton L. White, Esquire.

ARTICLE VIII
Initial Board of Directors

This Corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation are as follows:

Maurizio Ciminella

115 Westminster Road West Palm Beach, FL 33405

ARTICLE IX
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI Incorporator

The name and address of the person signing these Articles is as follows: Wilton L. White, 625 N. Flagler Drive, 9<sup>th</sup> Floor, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of December, 2003.

Wilton L White

STATE OF FLORIDA )
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of December, 2003, by Wilton L. White, as Incorporator of PALM BEACH RACING TEAM, INC., on behalf of the Corporation, and he is personally known to me or has produced \_\_\_\_\_ as identification.

LARAINE C. CHAPBORNEAU
MY COMMISSION # DD 144120
EXPIRES: September 24, 2006
Bonded Thru Notary Public Underwriters

Notary Name: Lamine Char bonnes Notary Public

Serial (Commission) Number (if any)

I hereby accept appointment as Registered Agent of PALM BEACH RACING TEAM, INC. as provided in Article VII, hereof.

Wilton L. White Registered Agent

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SECRETARY OF STATE