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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BOSWELL & DUNLAP LLP
ATTORNEYS AT LAW

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Sean R. Parker
Donald H. Wilson, Jr.

Established 1900

January 8, 2004

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Secretary of State
Division of Corporations
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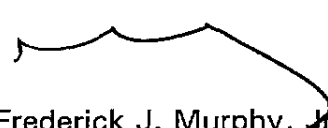
Re: SAND MOUNTAIN CYCLE & ATV PARK, INC.

To Whom It May Concern:

Enclosed please find Articles of Incorporation, Certificate Designating Registered Office and Registered Agent, and our check for \$78.75, which represents fees for filing, Registered Agent Designation and a certified copy of the Articles of Incorporation.

Please return the certified copy directly to me at your earliest convenience.

Sincerely yours,



Frederick J. Murphy, Jr.

FJM:bch
Enclosures

ARTICLES OF INCORPORATION
of
SAND MOUNTAIN CYCLE & ATV PARK, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under Chapter 607 of the Statutes of the State of Florida.

ARTICLE I.

Name

The name of this corporation is: SAND MOUNTAIN CYCLE & ATV PARK, INC.

ARTICLE II.

Purpose and Powers

The Corporation is organized for the purpose of engaging in the business of operating a motor cross track business and in any other business, whether related thereto or not, permitted by the laws of this state or any other state or country, in which it desires to do business.

The Corporation may do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

ARTICLE III.

Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE IV.

Initial Capital

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V.

Term of Existence

This Corporation is to exist perpetually.

ARTICLE VI.

Address

The mailing address of this Corporation is 2197 East Highway 98, Fort Meade, Florida 33841 and the initial street address of the principal office of this Corporation in the State of Florida is 2197 East Highway 98, Fort Meade, Florida 33841. The initial Registered Office of this Corporation is 245 South Central Avenue, Bartow, Florida 33830 and the initial Registered Agent at said office is Frederick J. Murphy, Jr.. The Corporation shall have the power to move the office to another location in the State of Florida from time to time as may be determined by the Board of Directors.

ARTICLE VII.

Directors

The number of the directors comprising the Board of Directors of this Corporation shall be two (2) but the same may be increased from time to time by majority vote of the Board of Directors.

The names and street addresses of the members of the first Board of Directors of this Corporation, to serve until the first annual meeting, or until after his successor is elected and has qualified, are as follows:

<u>Name</u>	<u>Address</u>
Oris Donald Combee, III	2197 East Highway 98 Fort Meade, FL 33841
Debra R. Combee	2197 East Highway 98 Fort Meade, FL 33841

ARTICLE VIII.

Officers

The officers of this Corporation shall be a President, Vice-President, Secretary, Treasurer and such other officers as may be authorized by majority vote of the Board of Directors. The names and street addresses of the officers of the Corporation to serve until the first annual meeting or until a successor is elected and has qualified, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Oris Donald Combee, III	2197 East Highway 98 Fort Meade, FL 33841	President, Treasurer
Debra R. Combee	2197 East Highway 98 Fort Meade, FL 33841	Vice-President, Secretary

ARTICLE IX.

Incorporator

The names and addresses of the incorporators of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Oris Donald Combee, III	2197 East Highway 98 Fort Meade, FL 33841
Debra R. Combee	2197 East Highway 98 Fort Meade, FL 33841

ARTICLE X.

Subscriber to Stock

The names, addresses and number of shares of the subscribers to stock in this Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Oris Donald Combee, III	2197 East Highway 98 Fort Meade, FL 33841	250
Debra R. Combee	2197 East Highway 98 Fort Meade, FL 33841	250

ARTICLE XI.

Restraint on Alienation of Shares

The Board of Directors of the Corporation shall have the power to include in the By-Laws, if ratified by a two-thirds majority of the stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Board of Directors.


ARTICLE XII.

Amendment

These Articles of Incorporation may be amended by majority vote of the Board of Directors in the manner provided by law. Every amendment shall be approved by majority vote of the stockholders.

IN WITNESS WHEREOF, the undersigned subscribing incorporators have hereunto set their hands and seals this 2nd day of September, 2003, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make, subscribe, acknowledge and file in the office of the Secretary of State and certify these Articles of Incorporation and certify that the facts contained herein are true.


Oris Donald Combee, III


Debra R. Combee

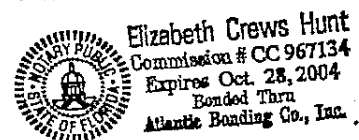
Incorporators

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Oris Donald Combee, III, who is personally known to be the person described in as the subscriber and who executed the foregoing Articles of Incorporation, and after being sworn by me, acknowledged before me that he subscribed to these Articles of Incorporation as her voluntary act and deed and that the facts set forth herein are true and correct.

WITNESS my hand and official seal in the County and State named above this 2nd day of September, 2003.



Notary Public



STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Debra R. Combee, who is personally known to be the person described in as the subscriber and who executed the foregoing Articles of Incorporation, and after being sworn by me, acknowledged before me that he subscribed to these Articles of Incorporation as her voluntary act and deed and that the facts set forth herein are true and correct.

WITNESS my hand and official seal in the County and State named above this 6th day of January, 2004.


Notary Public



Elizabeth Crews Hunt
Commission # CC 967134
Expires Oct. 28, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

THIS INSTRUMENT PREPARED BY:
Frederick J. Murphy, Jr.
Boswell & Dunlap LLP
245 South Central Avenue
Post Office Drawer 30
Bartow, Florida 33831
(863) 533-7117

**CERTIFICATE DESIGNATING
REGISTERED OFFICE AND REGISTERED AGENT**

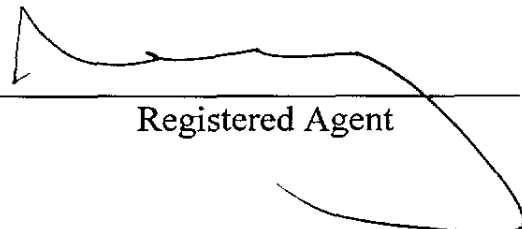
In pursuance of Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted in compliance with said provisions:

That **SAND MOUNTAIN CYCLE & ATV PARK, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Bartow, County of Polk, State of Florida, has designated Boswell & Dunlap LLP, 245 South Central Avenue, Bartow, Florida 33830 as its registered office and Frederick J. Murphy, Jr., Esquire, as its registered agent at said office to accept service of process within this state.

ACKNOWLEDGEMENT:

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

By



Registered Agent