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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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APPROVED AND FILED

ARTICLES OF INCORPORATION

OF

OS FEB 14 PM 1:57 SECRETARY OF STATE TALL AHASSEE, FLORIDA

MOTORSPORTS OF DENVER, INC.

ARTICLE I

(Name)

The name of this corporation is Motorsports of Denver, Inc.. The address of the corporation is 2160 Colonial Boulevard, Fort Myers, Florida 33907.

ARTICLE II

(Duration)

The corporation shall exist perpetually, unless sooner terminated according to law. Its existence shall commence upon the signing of these Articles.

ARTICLE III

(Purpose)

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the law of the State of Florida.

ARTICLE IV

(Capital Stock)

This corporation is authorized to issue 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

(Initial Registered Office and Agent)

The street address of the initial registered office of this corporation is 2160 Colonial Boulevard, Fort Myers, Florida 33907 and the name of the initial registered agent of this corporation

at that address is Wolf Tschaikowsky.

ARTICLE VI

(Initial Board of Directors)

The corporation shall have one (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Directors of this corporation are:

Scott Fischer 2160 Colonial Boulevard Fort Myers, FL 33907

Wolf Tschaikowsky 2160 Colonial Boulevard Fort Myers, FL 33907

ARTICLE VII

(Voting Rights)

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VIII

(Amendment)

This corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation, or an amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of

Incorporation this <u>//</u> day of February, 2005.

Wolf Tschaikowsky

STATE OF FLORIDA COUNTY OF LEE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Wolf Tschaikowsky, who is personally known to me or who has produced ______ as identification and who did() take an oath() did not take an oath, and he/she acknowledged before me that he/she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Fort Myers, County of Lee, and State of Florida, this

// day of February, 2005.

(Sign)

Marguerite G. Connell Commission # DD107999 Repires May 23, 2006

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Otare of Hall Castantic Rending Co., Inc.

My commission expires:

APPROVED
AND
FILED

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SECKETARY OF STATE
TALE AHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Wolf Tschaikowsky Registered Agent