

Sep 26 2006 13:43
Division of Corporations

DAVID CARTER P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

VESTA MOTORSPORTS USA, INC.

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**ARTICLES OF INCORPORATION
OF
VESTA MOTORSPORTS USA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators, hereby adopts these Articles of Incorporation and forms a corporation (the "Corporation") under the laws of the state of Florida, as follows:

ARTICLE I - NAME

The name of this corporation is **VESTA MOTORSPORTS USA, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL OFFICERS

The names and addresses of the initial officers shall be:

NAME & ADDRESS	TITLE
PATRICK L. UTT 13016 Waterford Run Drive Riverview, Florida 33569	President Secretary Treasurer

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ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The Registered Agent of this corporation and the street address of the initial principal and registered office of this corporation is **PATRICK L. UTT, 13016 Waterford Run Drive, Riverview, Florida 33569.**

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws of the corporation; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is **PATRICK L. UTT, 13016 Waterford Run Drive, Riverview, Florida 33569.**

ARTICLE IX - INCORPORATOR

The name and address of the incorporator signing these articles of incorporation is **PATRICK L. UTT, 13016 Waterford Run Drive, Riverview, Florida 33569.**

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 - AMENDMENT

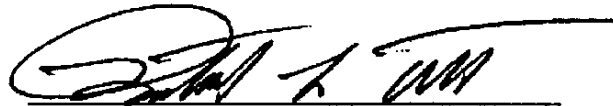
This Corporation reserves the right to amend or repeal any provisions contained in these

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Articles of Incorporation, or any amended thereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 23 day of September, 2006.

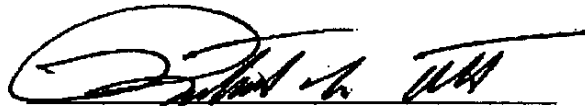


PATRICK L. UTT
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above stated corporation, at the place designated herein, 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.

Dated: September 23, 2006



PATRICK L. UTT
Registered Agent

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