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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers OCT 31 2006

ARTICLES OF INCORPORATION OF

GP MOTORSPORTS INC.

A Florida For Profit Corporation

THE UNDERSIGNED, FOR PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is GP Motorsports Inc.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The Corporation is formed for the purpose of engaging in any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares that the Corporation has authority to issue is 1000, all of which shall be common shares with no par value.

ARTICLE FIVE

PREEMPTIVE RIGHTS IN PROPORTION TO SHARES

Each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares in the same class then outstanding.

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ARTICLE SIX

REGISTERED OFFICE - PRINCIPAL OFFICE - MAILING ADDRESS

The street address of the initial registered office of the Corporation is: 3970 NW 132nd Street, Bay "K", Miami, Florida 33054

and the name and address of the initial registered agent at that address is Walter Javier Ferreyra and the mailing address of the corporation is , 3970 NW 132nd Street, Bay "K", Miami, Florida 33054.

By his signature below, Walter Javier Ferreyra acknowledges that he is familiar with, and accepts the duties and responsibilities of, being a registered agent.



Walter J. Ferreyra
REGISTERED AGENT

ARTICLE SEVEN

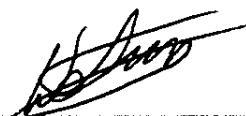
DIRECTORS

The initial Board of Directors of the Corporation shall consist of 1 (one) member. The name and address of the members of the first Board of Directors is:

Sabrina Elizabeth La Paz, 7871 NW 187th. Terrace, Miami, Florida 33015

ARTICLE 8
INCORPORATOR

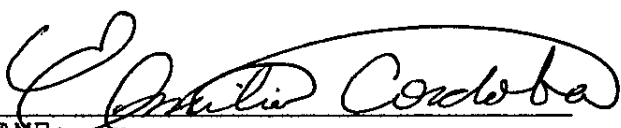
The name and address of the incorporator is:



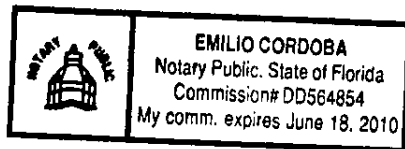
Walter J. Ferreyra
3970 NW 132nd Street,
Bay "K", Miami, Florida 33054

SUBSCRIBED TO BEFORE ME THIS 4th day of October 2006, 2005,
by Walter Javier Ferreyra, THE INCORPORATOR, who took an oath, and
who provided the following identification:
FL DL # F660-910-75-053-0

~~who is personally known to me:~~



NAME:
NOTARY PUBLIC, STATE OF FLORIDA
ADDRESS:



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