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(Requestor's Name)

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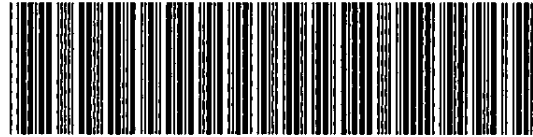
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Freeborn & Freeborn
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JOHN F. FREEBORN
FLORIDA BAR CERTIFIED WILLS, TRUSTS & ESTATES
ALISON K. FREEBORN

JOHN B. FREEBORN (1925-2008)

December 14, 2012

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VIA UPS OVERNIGHT DELIVERY

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Heritage Motorsports, Inc.

Ladies and/or Gentlemen:

Enclosed please find the following:

1. Articles of Incorporation of Heritage Motorsports, Inc.; and
2. Acceptance of Designation of Registered Agent of Heritage Motorsports, Inc.

Additionally enclosed please find our check in the amount of \$78.75 representing your filing fees.

If you have any questions, please do not hesitate to contact us.

Very truly yours,

ALISON K. FREEBORN

AKF/ker
Enclosures

**ARTICLES OF INCORPORATION
OF
HERITAGE MOTORSPORTS, INC.**

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12 DEC 17 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporators to these Articles of Incorporation, natural persons, competent to contract, do hereby form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME. The name of this Corporation is HERITAGE MOTORSPORTS, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS. The principal place of business of this Corporation is 604 Mariva Avenue North, Clearwater, Florida 33755.

ARTICLE III - DURATION. This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV - BUSINESS. This Corporation is organized for the purpose of operating a race car preparation and support shop. The Corporation shall be authorized to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V - CAPITAL STOCK. The maximum number of shares of stock authorized to be issued by this Corporation is 1000 shares of capital stock of the par value of \$1.00 each, all of which shall have the same rights and privileges.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this Corporation is: 360 Monroe Street, Dunedin, Florida 34698, and the name of the individual registered agent of this Corporation at that address is: Alison K. Freeborn.

ARTICLE VII - INITIAL BOARD OF DIRECTORS. This Corporation shall have two

(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. The names and addresses of the initial Directors of this Corporation are:

David Hinton 604 Mariva Avenue North
Clearwater, Florida 33755

Denise Norton-Beatty 604 Mariva Avenue North
Clearwater, Florida 33755

ARTICLE VIII - INCORPORATORS. The names and addresses of the incorporators are as follows:

David Hinton 604 Mariva Avenue North
Clearwater, Florida 33755

Denise Norton-Beatty 604 Mariva Avenue North
Clearwater, Florida 33755

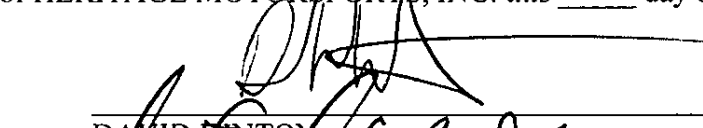
ARTICLE IX - OFFICERS. The names of the officers of the Corporation who are to serve until the first election as provided in the By-Laws are as follows:

President: David Hinton

Vice President Denise Norton-Beatty
& Treasurer:

Secretary: David Hinton

IN WITNESS WHEREOF, the incorporators have executed these Articles of Incorporation of HERITAGE MOTORSPORTS, INC. this ____ day of December, 2012.



DAVID HINTON



DENISE NORTON-BEATTY

STATE OF FLORIDA
COUNTY OF PINELLAS

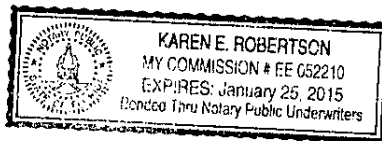
I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, DAVID HINTON and DENISE NORTON-BEATTY, to me personally known and known to me to be the individual described in (or who produced personally known as identification), who took an oath and who acknowledged that the instrument was freely and voluntarily executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Pinellas County, Florida, this 14 day of December, 2012.

Karen E. Robertson

NOTARY PUBLIC

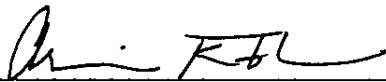
My Commission Expires:



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for the Florida Corporation. I am familiar with, and accept the obligations of, Section 607.325 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned Registered Agent has executed these Articles of Incorporation of HERITAGE MOTORSPORTS, INC. this 14th day of December, 2012.



Alison K. Freeborn
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA