

**P950000039**

*Law Office of*  
**DEAN L. WILLBUR, JR., P.A.**  
319 Clematis Street  
Post Office Box 6917  
West Palm Beach, Florida  
33405-0917

Telephone  
(407) 832-7773

**FILED**  
95 JAN - 3 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Facsimile  
(407) 832-7994

November 7, 1994

Secretary of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

**500001326645**  
-11/10/94--01022--003  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

RE: Motorsport International, Inc.

Dear Sir/Madam:

Enclosed please find our check in the amount of \$122.50 to cover the fee for filing the above described corporation. After the corporation has been filed please forward a certified copy to our office.

In the event you have any questions regarding this matter, please do not hesitate to contact our office.

Sincerely,

*Staci Hughes*

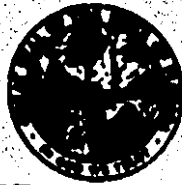
Staci I. Hughes  
Sec. to Dean L. Willbur, Jr.

/sih  
Enclosures

*789,503,671*  
*Wah — 24711*

H. SIMS NOV 15 1994

BROWN JAN - 3 1995



**FLORIDA DEPARTMENT OF STATE**

**Jim Smith**  
Secretary of State

**November 17, 1994**

**DEAN L. WILLBUR, JR., P.A.**  
**POST OFFICE BOX 6917**  
**WEST PALM BEACH, FL 33405-0917**

**SUBJECT: MOTORSPORT INTERNATIONAL, INC.**  
**Ref. Number: W94000024711**

We have received your document for MOTORSPORT INTERNATIONAL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

**Doris Brown**  
Document Specialist

Letter Number: 894A00049941

**ARTICLES OF INCORPORATION  
OF  
MOTORSPORT GROUP, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, for the purpose of forming a corporation pursuant to Chapter 607, of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

**ARTICLE ONE**

The name of the corporation shall be

**MOTORSPORT GROUP, INC.**

**ARTICLE TWO**

This Corporation shall exist in perpetuity commencing on the date of the filing of these Articles of Incorporation by the Secretary of State.

**ARTICLE THREE**

This corporation is formed for the specific purpose of being engaged in every aspect and phase of the distribution, sales and trans-shipping of motor vehicles; and furthermore to engage in the transaction of any and all business permitted under the laws of the United States and the State of Florida.

**ARTICLE FOUR**

The aggregate number of shares which this corporation is authorized to issue shall be **ONE THOUSAND**. Such share shall be of a single class and shall have a par value of **ONE DOLLAR** per share, which shall be designated "Common Shares".

#### **ARTICLE FIVE**

The holders of record of the Common Shares shall be entitled to cash dividends when and as declared by the Board of Directors in the resolution authorizing such cash dividends.

#### **ARTICLE SIX**

The street address of the initial registered office, principal office, and mailing address of this corporation is 319 Clematis Street, Suite 600, West Palm Beach, Florida 33401. The name of the initial registered agent of this corporation is DEAN L. WILLBUR, JR.

#### **ARTICLE SEVEN**

The number of directors constituting the initial Board of Directors of this corporation shall be one. The number of directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the person who is to serve as the initial Board of Directors is:

**TERRY SMITH**  
433 Plaza Real, Suite 275  
Boca Raton, Florida 33432

#### **ARTICLE EIGHT**

The name and address of the incorporator is:

**TERRY SMITH**  
433 Plaza Real, Suite 275  
Boca Raton, Florida 33432

#### **ARTICLE NINE**

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

## ARTICLE TEN

The affirmative vote of two-thirds of the shares of this corporation, represented at a meeting at which a quorum is present, shall be required to amend these Articles of Incorporation so as to increase or decrease the authorized number of shares, or change the designations, preferences, qualifications, limitations and restrictions; or to merge or consolidate the corporation with or into any other corporation; or to sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

## ARTICLE ELEVEN

This corporation will indemnify any person who was or is a party or is threatened to be made a party to any suit or proceeding by reason of the fact that he is or was a director or officer of the corporation, against any and all expenses, judgments, and amounts paid in settlement incurred by her in connection with such action, suit or proceedings, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties.

  
TERRY SMITH

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared TERRY SMITH, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above named person: Known personally and that an oath (was)(was not) taken.

Witness my hand and official seal in the County and State last aforesaid this 29 day of December, 1994.

  
Notary Signature:

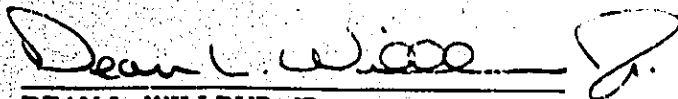
Staci I. Longwell  
Printed Notary Signature



**ACCEPTANCE OF REGISTERED AGENT**

**I HEREBY CERTIFY** that I am a permanent resident of Palm Beach County, Florida, residing at 319 Clematis Street, Suite 600, West Palm Beach, Florida 33401. I accept the foregoing designation of Registered Agent.

Dated at West Palm Beach, Florida on this 29 day of December, 1994.

  
DEAN L. WILLBUR, JR.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA