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LAW OFFICES
DANIEL GUERRIERI
A PROFESSIONAL ASSOCIATION

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SUNRISE, FLORIDA 33325
TELEPHONE (305) 846-2060
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PLEASE REPLY TO MIAMI

January 24, 1995

EFFECTIVE DATE
JAN 24 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

900001389658
-01/26/95--01016--004
****122.50 ****122.50

RE: MOTORSPORTS RESTAURANT CORPORATION

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation with regard to the above captioned for filing. Also enclosed is our check in the amount of \$122.50, made payable to Secretary of State, representing your fee for filing same.

Should you have any questions or need any additional information, please do not hesitate to contact me.

Very truly yours,



DANIEL GUERRIERI

DG/be

Encls. - As stated

FILED
95 JAN 25 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MA
1-30-95

**ARTICLES OF INCORPORATION
OF**

MOTORSPORTS RESTAURANT CORPORATION

**EFFECTIVE DATE
JAN 24 1995**

FILED

95 JAN 25 AM 9:41

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

We, the undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be **MOTORSPORTS RESTAURANT CORPORATION**

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be 500 shares of common stock of the par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence from the date of the incorporator's execution and adoption of these Articles of Incorporation.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this Corporation and the street address of the initial registered office is as follows:

**DANIEL GUERRIERI, Esq.
950 South Miami Avenue
Miami, Florida 33130-4121**

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The address of the principal office and the initial street address, in this State, of this Corporation is 950 South Miami Avenue, Miami, Florida 33130-4121. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - INITIAL DIRECTOR and INCORPORATOR

The name and street address of the person signing these articles and the name and address of the person who shall serve on the first Board of Directors is:

**INCORPORATOR:
Daniel Guerrieri
950 South Miami Avenue
Miami, FL 33130**

**DIRECTORS:
Emerson Fittipaldi
Werner Kuster
Rick Castro
Daniel Guerrieri**

ARTICLE VIII - PREEMPTIVE RIGHTS

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 share of the same class then outstanding.

ARTICLE VIV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator above named, has hereunto set my hand and seal this 24th day of January, 1995.


Daniel Guerrieri, Incorporator

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Daniel Guerrieri to me known to be the person described as incorporator in and who executed the

foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this
24th day of January, 1995.


NOTARY PUBLIC State of Florida at Large

My Commission Expires:



OFFICIAL SEAL
ROSEMARIE GONZALEZ
M, Commission Expires
Nov. 18, 1995

EFFECTIVE DATE
JAN 24 1995

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Florida law the following is submitted:

MOTORSPORTS RESTAURANT CORPORATION, desiring to organize or qualify
under the Laws of the State of Florida, with its principal place of business at 950 South
Miami Avenue, Miami, Florida, 33130, has named **DANIEL GUERRIERI, ESQUIRE** as its
agent to accept service of process within Florida.

Dated: January 24, 1995


DANIEL GUERRIERI

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **MOTORSPORTS
RESTAURANT CORPORATION**, at the place designated in the Articles of Incorporation,
the undersigned is familiar with and accepts the obligations of that position pursuant to F.S.
607.0501(3).


DANIEL GUERRIERI, ESQUIRE
Registered Agent