

P9500000 7558

LAW OFFICES  
DANIEL GUERRIERI  
A PROFESSIONAL ASSOCIATION

950 SOUTH MIAMI AVENUE  
MIAMI, FLORIDA 33130-4121

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3794 NORTHWEST 4TH STREET  
SUITE 208  
SUNRISE, FLORIDA 33325  
TELEPHONE (305) 846-2060  
FACSIMILE (305) 846-2060  
PLEASE REPLY TO MIAMI

EFFECTIVE DATE  
January 24, 1995

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

100001388661  
-01/26/95--01016--005  
\*\*\*\*122.50 \*\*\*\*122.50

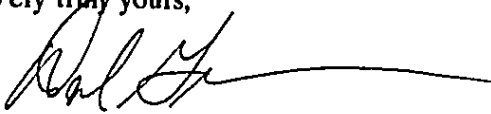
RE: MOTORSPORTS MERCHANDISING CORPORATION

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 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAH  
1-30-95

EFFECTIVE DATE  
JAN 24 1995

FILED

95 JAN 25 AM 10:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**MOTORSPORTS MERCHANDISING CORPORATION**

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 MERCHANDISING 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, FL 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 24<sup>th</sup> day of January, 1995.

*Daniel Guerrieri*  
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 24 day of January, 1995.

*Rosemarie Gonzalez*  
NOTARY PUBLIC State of Florida at Large

My Commission Expires:



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

EFFECTIVE DATE  
JAN 24 1995

FILED

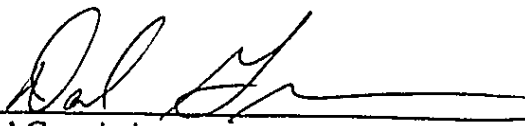
**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED**

JAN 25 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Florida law the following is submitted:

**MOTORSPORTS MERCHANDISING 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, 33130-4121, 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 MERCHANDISING 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