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LAW OFFICES
DONALD W. WEIDNER
PROFESSIONAL ASSOCIATION

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ROBERT L. WORTELBOER

10161 CENTURION PARKWAY NORTH, SUITE 190
JACKSONVILLE, FLORIDA 32256
TELEPHONE (904) 641-0894
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MARIA KASSAVETIS,
ADMINISTRATOR

February 3, 1995

Secretary of State
Divisions of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-02/08/95--01067--006
****122.50 ****122.50

Re: Ace Motorsports, Inc.

Dear Secretary of State:

Enclosed are Articles of Incorporation for ACE MOTORSPORTS, INC. along with a check in the amount of \$122.50. Please file the Articles of Incorporation and send a certified copy of the Articles of Incorporation to:

Donald W. Weidner, P.A.
10161 Centurion Parkway North, Suite 190
Jacksonville, Florida 32256

Thank you for your attention to this request.

Sincerely,

Elaine Lucas

Elaine Lucas

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -8 PM 1:26

EFFECTIVE DATE

FEB 3 1995

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Enclosure
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ARTICLES OF INCORPORATION
OF
ACE MOTORSPORTS, INC.

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DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I
Name and Mailing Address

Name and Mailing Address. The name of this corporation is ACE MOTORSPORTS, INC. and the address is 10686 Eaglet Court, Jacksonville, Florida 32257.

ARTICLE II
Duration

Duration. This corporation shall exist perpetually, commencing on the date these Articles are executed and acknowledged, or upon filing with the Department of the Secretary of State of Florida, and in the event they are not, within five days, exclusive of legal holidays, after they are executed and acknowledged.

ARTICLE III
Nature of Business

Nature of Business. This corporation is organized for the purposes of transacting any or all business permitted under the laws of the United States or the State of Florida, including but not limited to, the ability to purchase, take, receive, lease or otherwise acquire, hold, own, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets; to lend money to, and use its credit to assist its officers and employees in obtaining loans; to purchase, take, receive, subscribe for, or to otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof; to make contracts and guarantees and incur liabilities. borrow money at such rates of

EFFECTIVE DATE

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interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge all or any of its property, franchises, and income; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; to conduct its business, carry on its operations, and have officers and exercise powers granted by the state either within or without of this state; to elect or appoint officers and agents of the corporation and define their duties and fix their compensation; to make and alter bylaws, not inconsistent with these articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation; to make donations for the public welfare or for charitable, scientific or educational purposes; to transact any lawful business which the board of directors shall find will be in aid of governmental policy; to pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any and all of the directors, officers or employees of its subsidiaries; to provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the propose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; to be a promotor, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise and to have and exercise all powers necessary or convenient to effect any of these purposes.

ARTICLE IV **Capital Stock**

Authorized Capital. The maximum number of shares of common stock which this corporation is authorized to have outstanding at any one time is 100 shares having a par value of \$1.00 per share.

Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement, recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V **Initial Registered Office and Agent**

Name and Address. The street address of the initial registered office of this corporation is 10686 Eaglet Court, Jacksonville, Florida 32257, and the name of the initial registered agent is Donald W. Weidner, P. A., 10161 Centurion Parkway North, Suite 190, Jacksonville, Florida 32256.

ARTICLE VI
Directors

Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

Initial Directors. The names and street addresses of the members of the first board of directors of this corporation are:

<u>Name</u>	<u>Address</u>
<u>Ralph L. McPheters, Jr.</u>	<u>10686 Eaglet Court, Jacksonville, Florida 32257</u>
<u>Rafael Arceo</u>	<u>14615 Ridgechase Lane, Houston, Texas 77014</u>

Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII
Bylaws

Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, altered, amended or repealed from time to time in the manner provided in the Bylaws by either the shareholders of the board of directors.

ARTICLE VIII
Incorporator

Name and Address. The name and street address of the incorporator of this corporation is Ralph L. McPheters, Jr., 10686 Eaglet Court, Jacksonville, Florida 32257.

ARTICLE IX
Amendment

Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than fifty-one percent (51%) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X
Dissolution

Dissolution. The corporation may be dissolved at anytime (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least fifty-one (51%) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporation property and assets shall, after payment, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 3rd
day of February, 1995.


RALPH L. McPETERS, JR.

**Certificate Designating or Changing Place
of Business or Domicile for the Service of Process
Within This State, Naming Agent Upon
Whom Process May Be Served**

In compliance with Section 48.091, Florida Statutes, the following is submitted:


That ACE MOTORSPORTS, INC., a Florida Corporation, with its principal office as indicated in the Articles of Incorporation has named DONALD W. WEIDNER, P.A., 10160 Centurion Parkway, Suite 190, Jacksonville, Florida 32256 its agent to accept service of process within this State.

DATE: FEB 03 95



RALPH L. McPHERTERS, JR.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and to comply with the provision of said act relative to the proper and complete performance of my duties.


for _____
DONALD W. WEIDNER, P.A.

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SECRETARY OF STATE
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