

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

95 MAR 31

RE: Al-Isa Racing, Inc.

C.C. FEE.

NAME
 FIRM
 ADDRESS

ADDRESS

PHONE ()

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matlor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Capital Express™
 International
 U.S. Return Search
 Partnership
 Foreign Co.
 () Cert. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U S-

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, _____ Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep.

FAX () pgs.

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY W _____

WALK-IN
 Will Pick Up 3-31 11:00

95 MAR 31 AM 10:48
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

FILED
95 MAR 31 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AL-BE RACING, INC.

ARTICLE I - NAME AND ADDRESS

The name of the corporation is AL-BE RACING, INC. and the principal address of the corporation is 900 SW 13th Street, Pompano Beach, FL 33060.

The mailing address of the corporation is 900 SW 13th Street, Pompano Beach, Florida 33060.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE IV -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 900 SW 13th Street, Pompano Beach, Florida 33060.

The name of the initial registered agent of this corporation at that address is ALBERT NICHOLS, JR.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Directors are:

Albert Nichols, Jr.
900 SW 13th Street
Pompano Beach, FL 33060

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Albert Nichols, Jr.
900 SW 13th Street
Pompano Beach, Florida 33060

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: March 28, 1995.

Albert Nichols Jr.
ALBERT NICHOLS, JR.

State of Florida
County of Broward

Before me, the undersigned authority, personally appeared ALBERT NICHOLS, JR. to me known to be the person described in and who executed the foregoing.

Witness my hand and official seal this 28th day of March, 1995.



DONNA M. SLOSKOWSKI
MY COMMISSION # CC261294 EXPIRES
February 22, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

Donna M. Sloskowski
Notary Public
State of Florida at Large
My commission expires:

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

In compliance with Section 607.0501, Florida Statutes, the following is
submitted:

AL-BE RACING, INC., desiring to organize or qualify under the laws of the
State of Florida, has named

Albert Nichols, Jr., located at
900 SW 13th Street, Pompano Beach, FL 33060

as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated
Corporation, at the place designated in this certificate, I hereby agree to
act in this capacity. I further agree to comply with the provisions of all
Statutes relative to the proper and complete performance of my duties, and
I am familiar with and accept the obligations of my position as registered
agent.

Dated: March 28, 1995

Albert Nichols Jr.
ALBERT NICHOLS, JR.

FILED
95 MAR 31 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA