

STEELE ♦ JOHNSON  
SPORTS MARKETING, INC.

FILED

95 APR -4 PM 2:47

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

795000026742

MAR 23, 1995

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

300001440463  
-03/27/95--01063--005  
\*\*\*\*122.50 \*\*\*\*122.50

RE: MOTORSPORT HOLDINGS, INC.

Dear Sir/Madam:

Please find enclosed for filing the original and one photocopy of the Articles of Incorporation of the above referenced matter. You will also find enclosed our check in the amount of \$122.50 for filing fees.

Please forward your certificate as soon as possible. Your assistance with this matter is greatly appreciated.

Sincerely,



Gary L. Johnson

GLJ/dah  
enclosures

MAR 24 1995

USB

613  
W95-6722



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 27, 1995

STEEL JOHNSON SPORTS MARKETING, INC.  
2315 BEACH BLVD  
SUITE 102  
JACKSONVILLE BEACH, FL 32250

SUBJECT: MOTORSPORT HOLDINGS, INC.  
Ref. Number: W95000006722

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

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 095A00013772

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

FILED  
95 APR -4 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation adopts these articles to form a corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607, and other laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is **MOTORSPORT HOLDINGS, INC.**

**ARTICLE II. PURPOSE**

The general nature of the business to be transacted by the corporation is:

Any activity or business permitted under the laws of the State of Florida and the United States of America, including, but not limited to, the following:

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and counties.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidence of indebtedness, and execute such mortgage, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other charter of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or

other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

To become a guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now and hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purpose of this corporation.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:

250,000 Shares of Common Stock at \$1.00 per share Par Value

### ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is:

\$75,000

### ARTICLE V. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 2315 Beach Boulevard, Suite 102, Jacksonville Beach, Florida 32250. The board of directors may from time to time move the office to any other place in Florida.

#### ARTICLE VI. TERM

This corporation shall have perpetual existence.

#### ARTICLE VII. DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than one. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

#### ARTICLE VIII. INITIAL DIRECTORS

The name and post office address of the members of the first board of directors of this corporation are:

STEPHEN C. DAVIE  
2315 Beach Boulevard, Suite 102  
Jacksonville Beach, Florida 32250

GARY L. JOHNSON  
2315 Beach Boulevard, Suite 102  
Jacksonville Beach, Florida 32250

ALLEN J. STEELE  
2315 Beach Boulevard, Suite 102  
Jacksonville Beach, Florida 32250

#### ARTICLE IX. SUBSCRIBER

The name and post office address of the subscriber of these Articles of Incorporation is:

GARY L. JOHNSON  
2315 Beach Boulevard, Suite 102  
Jacksonville Beach, Florida 32250

#### ARTICLE X. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the stockholders in subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any tow or more of them, may by agreement recorded in this minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the board or directors shall be conclusively deemed to have received prior notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation, members, directors, officers, or employees or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the board of directors of the corporation, which act upon, or in reference to, such contract or transaction, and not withstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the board of directors and the board of directors shall, nevertheless, authorize, approve or ratify such contract or interested director or directors to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

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

#### ARTICLE XI. INDEMNITY

This corporation is authorized to indemnify any person to the extent and for the reasons provided in Section 607.014, Florida Statutes.

ARTICLE XII. 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 a stockholder's 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.

ARTICLE XIII. REGISTERED OFFICE AND REGISTERED AGENT

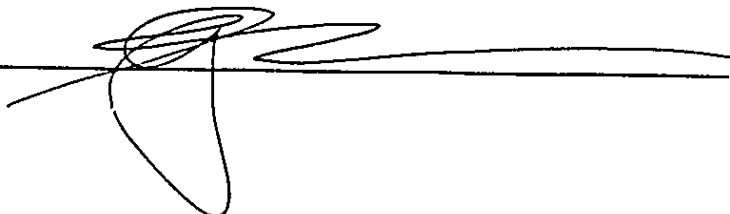
The registered office for this corporation is:

2315 Beach Boulevard  
Suite 102  
Jacksonville Beach, Florida 32250

The registered agent of this corporation is:

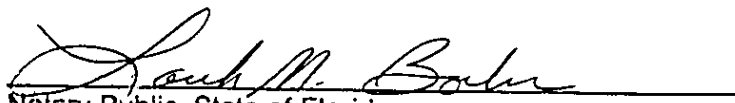
GARY L. JOHNSON

IN WITNESS WHEREOF, the subscriber and incorporator has hereunto set his hand and seal this 22<sup>ND</sup> day of FEBRUARY, 1995.

 (SEAL)

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 22<sup>ND</sup> day of FEBRUARY, 1995, by GARY L. JOHNSON, who is personally known to me or who has produced FDL as identification and who did take an oath that the matters contained therein are true.

  
Notary Public, State of Florida  
My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES: AUGUST 1, 1995  
BONDED THROUGH NOTARY PUBLIC UNDER \$10,000

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

First, that MOTORSPORT HOLDINGS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named GARY L. JOHNSON, located at 2315 Beach Boulevard, Suite 102, Jacksonville, Florida, 32250, as its Agent to accept service of process within Florida.

MOTORSPORT HOLDINGS, INC.

By: \_\_\_\_\_

Gary L. Johnson

FILED  
95 APR -4 PM 2:48  
SECRETARY OF STATE  
JACKSONVILLE, 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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

\_\_\_\_\_  
GARY L. JOHNSON

Registered Agent

DATED: 3/30/95, 1995



P95000026742

BRANT, MOORE, MACDONALD & WELLS, P. A.

ATTORNEYS AND COUNSELLORS  
SUITE 3100-BARNETT CENTER  
50 NORTH LAURA STREET  
JACKSONVILLE, FLORIDA  
32202

WILLIAM P. BRANT  
TERRY A. MOORE  
JOHN B. MACDONALD  
B. GRIER WELLS  
SCOTT L. GLAZIER  
THOMAS M. REITER  
DAVID T. ABRAHAM  
STEPHEN G. FROM  
JAN D. MCCORMICK

JEFFREY R. LUDWIG  
JOHN I. FISHBURNE, III  
DONALD E. TESIERO, II  
LEONARDO J. MAIMAN  
WILLIAM L. FINGER  
FRANK M. TALBOT, II  
AL L. SCHNEIDER  
OF COUNSEL

TELEPHONE (904) 353-3100  
TELEFAX (904) 353-1166

MAILING ADDRESS:  
POST OFFICE BOX 4548  
JACKSONVILLE, FLORIDA  
32201-4548

December 27, 1995

VIA FEDERAL EXPRESS

Corporate Division  
Department of State  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Motorsport Holdings, Inc.

Dear Sir/Madam:

Enclosed please find one (1) original Articles of Dissolution for the above referenced corporation. We have also enclosed our firm's check in the amount of \$87.50 to cover the cost of filing fee. We would appreciate your filing the Articles of Dissolution immediately upon receipt and returning a certified copy of the filing to our office.

If you have any questions, please do not hesitate to call.

Very truly yours,

*Jan D. McCormick*

Jan D. McCormick

JDM/clw  
Enclosures

75853.1

FILED  
95 DEC 28 AM 10:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF DISSOLUTION

FILED

95 DEC 28 AM 10:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Dissolution are filed pursuant to Florida Statute Section 607.1403, to reflect a dissolution of MOTORSport HOLDINGS, INC., and in connection therewith, the undersigned officers, acting upon authority of the Board of Directors of MOTORSport HOLDINGS, INC. and upon authority of all of the shareholders of MOTORSport HOLDINGS, INC., hereby set forth as follows:

1. The name of this Corporation is MOTORSport HOLDINGS, INC.
2. The Articles of Dissolution of MOTORSport HOLDINGS, INC. have been authorized by the Board of Directors of MOTORSport HOLDINGS, INC. on December 22, 1995 and written consent to the Articles of Dissolution was given on December 22, 1995 by the holders of all issued and outstanding stock of MOTORSport HOLDINGS, INC., such being sufficient for approval of the Articles of Dissolution.

3. Upon the filing of these Articles of Dissolution by the Department of State, MOTORSport HOLDINGS, INC. shall be deemed to be dissolved accordingly.

DATED as of the 22 day of December, 1995.

MOTORSport HOLDINGS, INC.

By: Gary L. Johnson  
Its: President

By: Stephen C. Davie  
Its: Secretary