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TALLAHASSEE, FL 32301
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P95000049086

ACCOUNT NO. : 072100000032

REFERENCE : 624567 4656A

AUTHORIZATION : *Patricia Pizit*

COST LIMIT : \$ 122.50

ORDER DATE : June 22, 1995

ORDER TIME : 10:59 AM

ORDER NO. : 624567

200001520792

CUSTOMER NO: 4656A

CUSTOMER: Sheryl Cohen, Legal Assistant
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: FLYER RACING INCORPORATED

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS: _____

JUN 23 1995 BSB

FILED
95 JUN 22 PM 10:28
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FLYER RACING INCORPORATED

● FILED
95 JUN 22 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is FLYER RACING INCORPORATED (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 4200 North Federal Highway, Lighthouse Point, Florida 33064.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$.01	common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office in the State of Florida is 1221 Brickell Avenue, Miami, Florida 33131, County of Dade, and the name of its initial registered agent at such office is David E. Wells.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until his successor is duly elected and qualified is: James Horn, 4200 North Federal Highway, Lighthouse Point, Florida 33064

ARTICLE VII

The name of the Incorporator is David E. Wells and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 21st day of June, 1995.



David E. Wells, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of FLYER RACING INCORPORATED, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



David E. Wells, Registered Agent

DATED: June 21, 1995

P95000049086



ACCOUNT NO. : 072100000032

REFERENCE : 471604 4303929

AUTHORIZATION : *Pa*

COST LIMIT : \$ 87.50

ORDER DATE : July 23, 1997

ORDER TIME : 9:24 AM

ORDER NO. : 471604-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

500002244955--2

Name Change Amend

DOMESTIC AMENDMENT FILING

NAME: FLYER RACING INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

Name	<i>7/23/97</i>
Address	<i>1024</i>
City	<i>1024</i>
State	<i>1024</i>
Zip	<i>1024</i>
Examiner's Initials	<i>1024</i>
W.P. V. 1/98	<i>1024</i>

FILED
97 JUL 23 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JUL 23 AM 10:44
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FLYER RACING INCORPORATED**

97 JUL 23 PM 2:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this Corporation is FLYER RACING INCORPORATED, Charter No. P95000049086, filed on June 22, 1995.
2. The following Amendment to the Articles of Incorporation was adopted by the sole Director of the Corporation and the sole Shareholder of the Corporation, the number of votes cast being sufficient for approval, on July 21, 1997 in the manner prescribed by Section 607.1003 of the Act:

ARTICLE I

The name of the corporation is JIM HORN FOUNTAIN OF S.E. FLORIDA, INC. (the "Corporation").

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned being the President of the Corporation has executed these Articles of Amendment to Articles of Incorporation of FLYER RACING INCORPORATED this 21 day of July, 1997.

FLYER RACING INCORPORATED

By: _____

James Horn, President