

P95000060711

LAW OFFICES

JOEL A. SAVITT

PROFESSIONAL ASSOCIATION

SUITE 508 • 20801 BISCAYNE BOULEVARD  
NORTH MIAMI BEACH, FLORIDA 33180

JOEL A. SAVITT  
OF COUNSEL  
SUSAN L. ALSPECTOR  
HARVEY A. BURGER  
ALAN B. GEST  
ROBERT A. SION

TELEPHONE (305) 936-8844  
TELEFAX (305) 936-1804

July 18, 1995

100001543101  
-07/21/95--01043--009  
\*\*\*\*122.50 \*\*\*\*122.50

New Filings Section  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

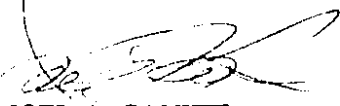
Re: MBJ Racing Production, Inc.  
Our File No. 95-112 EFF. DATE  
- 8-1-95

Gentlemen:

Enclosed please find the original and a copy of the proposed Articles of Incorporation for "MBJ Racing Production, Inc." together with my check in the amount of \$122.50.

This check represents the cost of the filing fees, a certified copy of the Articles of Incorporation and fee for the Registered Agent Designation for this corporation.

Very truly yours,

  
JOEL A. SAVITT  
JAS/em  
Enclosures as stated

FILED  
1995 AUG -4 PM 07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1095-15085  
Eff. Date - 6-30-95-20  
625-6-30-  
Signed

8/1/95 400 10/1/95

LAW OFFICES  
**JOEL A. SAVITT**  
PROFESSIONAL ASSOCIATION  
SUITE 506 • 20801 BISCAYNE BOULEVARD  
NORTH MIAMI BEACH, FLORIDA 33180

JOEL A. SAVITT  
OF COUNSEL  
SUSAN L. ALSPLCTON  
HARVEY A. RUGER  
ALAN B. GEST  
ROBERT A. STOK

TELEPHONE (305) 936-8844  
TELEFAX (305) 936-1804

August 1, 1995

New Filings Section  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
1995 AUG -4 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

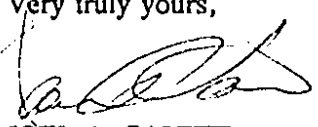
Re: MBJ Racing Production, Inc.  
Ref. Number: W95000015085  
Our File No. 95-116

Gentlemen:

Enclosed please find the original and a copy of the proposed Articles of Incorporation for "MBJ Racing Production, Inc." which Articles now have an effective date of August 1, 1995.

If you need anything further, please contact me.

Very truly yours,



JOEL A. SAVITT  
JAS/em

Enclosures as stated



FLORIDA DEPARTMENT OF STATE

July 27, 1995

Sandra B. Mortham  
Secretary of State

JOEL A SAVITT ESQUIRE  
20801 BISCAYNE BLVD SUITE 506  
NO MIAMI BEACH, FL 33180

SUBJECT: MBJ RACING PRODUCTION, INC.  
Ref. Number: W95000015085

FILED  
1995 AUG -4 PM 3:07  
TALLAHASSEE  
SECRETARY OF STATE

We have received your document for MBJ RACING PRODUCTION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 595A00035623

ARTICLES OF INCORPORATION

OF

MBJ RACING PRODUCTION, INC.

WITNESSED DATE  
8-1-95

We, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation effective August 1, 1995:

ARTICLE I

NAME

The name of this corporation is MBI RACING PRODUCTION, INC..

ARTICLE II

BUSINESS ADDRESS

The business address of this corporation is:

301 - 41st Street  
Jefferson Bank Bldg. - 2nd Floor  
Miami Beach, Florida 33140.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on August 1, 1995.

#### ARTICLE IV

##### PURPOSE

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

#### ARTICLE V

##### CAPITAL STOCK

This corporation is authorized to issue One Thousand Five Hundred (1,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

#### ARTICLE VI

##### VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

#### ARTICLE VII

##### PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

#### ARTICLE VIII

##### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 301 - 41st Street Jefferson Bank Bldg. - 2nd Floor, Miami Beach, Florida 33140, and the name of the initial

registered agent of this corporation at that address is Robert Goodman.

## ARTICLE IX

### INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have three (3) directors and officers initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than ONE (1). The names and addresses of the initial directors and officers of this corporation are:

Robert Goodman  
301 - 41st Street  
Jefferson Bank Bldg - 2nd Floor  
Miami Beach, Florida 33140

President

Jeffrey DeForrest  
5211 N.E. 14th Terrace  
Ft. Lauderdale, Florida 33334

Vice-President

Michael Nyman  
1500 S.W. 66th Avenue  
Pembroke Pines, FL 33023

Secretary-Treasurer

ARTICLE X

INCORPORATORS

The names and addresses of the Incorporators are:

Robert Goodman  
301 - 41st Street  
Jefferson Bank Bldg - 2nd Floor  
Miami Beach, Florida 33140

Jeffrey DeForrest  
5211 N.E. 14th Terrace  
Ft. Lauderdale, Florida 33334

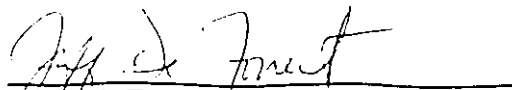
Michael Nyman  
1500 S.W. 66th Avenue  
Pembroke Pines, FL 33023

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation


on this 30 day of June, 1995.



Robert Goodman,  
Initial Director/Incorporator



Jeffrey DeForrest,  
Initial Director/Incorporator





Michael Nyman,  
Initial Director/Incorporator


**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 Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That MBJ RACING PRODUCTION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 301 - 41st Street, Jefferson Bank Bldg. - 2nd Floor, Miami Beach, Florida 33140, has named Robert Goodman, located at 301 - 41st Street, Jefferson Bank Bldg. - 2nd Floor, Miami Beach, Florida 33140, as its agent to accept service of process within the State of Florida.

  
Robert Goodman,  
Incorporator

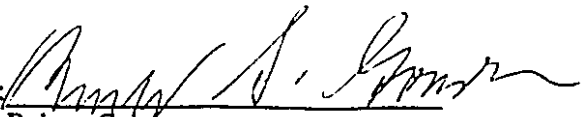
  
Jeffrey DeForrest,  
Incorporator

  
Michael Nyman,  
Incorporator

Dated: June 30, 1995.



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.

Signature: 

Robert Goodman  
Registered Agent

Dated: June 30, 1995.