

8/18/95

10:04 AM

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: ELIZABETH C GALVIN  
1221 BRICKELL AVE

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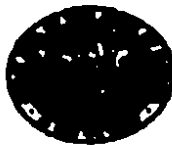
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FLORIDA DEPARTMENT OF STATE

Sandra B. Northam  
Secretary of State

*From:*  
August 18, 1995

ELIZABETH GALVIN  
GREENBERG TRAURIG  
1221 BRICKELL AVENUE  
MIAMI, FL 33131

SUBJECT: LEADER RACING, INC.  
REF: W93000016720

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

H95000009150

**ARTICLES OF INCORPORATION  
OF  
LEADER RACING, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is LEADER RACING, INC., (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 390 North Orange Avenue, #2600, Orlando, FL 32801-1642.

**ARTICLE III**

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

| <u>Number of Shares<br/>Authorized</u> | <u>Par Value<br/>Per Share</u> | <u>Class of<br/>Stock</u> |
|--|--------------------------------|---------------------------|
| 1,000                                  | \$ 0.01                        | 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 the persons entitled to vote 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 is 1221 Brickell Avenue, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Gary M. Epstein.

Submitted By: Gary M. Epstein, Esq.  
GREENBERG TRAURIG  
1221 Brickell Avenue  
Miami, FL 33131  
FL Bar #307246  
(305) 579-0800

H95000009150



1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0101 FAX

800-342-8086

**695000064223**

**CSC networks**  
PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032

REFERENCE : 683175 4656A

AUTHORIZATION :

COST LIMIT : \$ 35.00

*Patricia Pizito*

ORDER DATE : September 15, 1995

ORDER TIME : 10:55 AM

ORDER NO. : 683175

CUSTOMER NO: 4656A

400001586184

CUSTOMER: Elizabeth Galvin, Legal Asst  
Greenberg Traurig Hoffman  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

CHANGE OF AGENT

NAME: LEADER RACING, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Lynne Roberts

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*[Signature]*

# GREENBERG TRAURIG

|                              |                        |                       |                         |                      |                    |
|------------------------------|------------------------|-----------------------|-------------------------|----------------------|--------------------|
| Leonard J. Adler             | Alan F. Dimond         | Fred F. Harris, Jr.   | Norman H. Lipoff        | Daniel E. Reed       | Peter L. Tunda     |
| Fernando C. Alonso           | Trini E. Donato        | Steven M. Helfman     | Carlos E. Loumiet       | C. Ryan Reetz        | Merrill A. Ulmer   |
| Cesar L. Alvarez             | Lucia A. Dougherty     | Alberto M. Hernandez  | Juan P. Loumiet         | Mark J. Reisman      | Brian J. Walsh     |
| Liliana Armas                | Constance R. Duff      | Jeffrey A. Hirsch     | Bruce E. Macdonough     | Darry Scott Richard  | Keith Wasserstrom  |
| Daniel H. Aronson            | William B. Eck         | Kenneth C. Hoffman    | Robert E. Martin        | Douglas J. Hillstone | Fern S. Watts      |
| David C. Ashburn             | Kenneth Edelman        | Larry J. Hoffman      | Alfred J. Malfatto      | Andrés Rivera        | Elise D. Weakley   |
| Charles M. Auslander         | Arthur J. Englund, Jr. | Kenneth A. Horky      | Samantha D. Malloy      | A. Jeffrey Robinson  | Gary Weinfeld      |
| Fred W. Baggett              | Gary M. Epstein        | John Harrison Hough   | Fernando Margarit       | Kenneth D. Robinson  | Jeffrey Weithorn   |
| Kerri L. Baish               | Elvira A. Escarotano   | Gerald J. Houlahan    | Ines Martore-Prieguez   | Raquel A. Rodriguez  | David E. Wells     |
| Hilarie Bass                 | Andrea E. Fisher       | Andrew Hulsh          | Enrique J. Martin       | Alan H. Halnick      | Bradford D. West   |
| V. Dawn Belghy               | Jorge L. Freedland     | John D. Hutton        | Pedro A. Martin         | Marvin S. Rosen      | Howard W. Whitaker |
| Norman J. Benford            | Jeffrey R. Fried       | Lisa Iglesias         | Roberto Martinez        | Richard A. Rosenbaum | Kelly White        |
| Dale S. Bergman              | Robin E. Frydman       | Keith A. James        | Pedro J. Martinez-Fraga | Eric D. Rosenberg    | William S. Wilson  |
| Paul Berkowitz               | Robert C. Gang         | Martin Kalb           | Ronald M. Rosengarten   | David L. Ross        | Jerrold A. Wish    |
| Bridget Berry                | Richard G. Garrett     | Steven M. Katzman     | Joel D. Maser           | Stephen D. Sanford   | Timothy D. Wolfe   |
| Mark E. Bideau               | Brian K. Gatt          | David S. Keelin       | Juan J. Mayol, Jr.      | Gary A. Saul         | Linda G. Worton    |
| Lorence Jon Biedly           | David J. George        | Holly W. Kimmel       | Craig T. McClung        | Elliot H. Scherker   | Arthur C. Young    |
| Mark D. Bloom                | Jeffrey Gilbert        | Steven J. Kravitz     | Robert R. McDonald      | Mark P. Schnapp      | Julie A. Zelniser  |
| Reginald L. Boothillier, Jr. | Laurie L. Gildan       | Alan S. Krischer      | Janice W. Newman        | Clifford A. Schulman | Robert A. Zinn     |
| Howard Bregman               | Bruce H. Gibes-Klein   | J. D. Boone Kruetner  | Mauri R. Olicker        |                      |                    |
| Francis B. Bragan, Jr.       | Richard J. Gisto       | Christopher L. Kuzner | Rebecca R. Orand        |                      |                    |
| Burt Bruton                  | Lawrence Godofsky      | Ronald C. LaFace      | Debbie M. Orshofsky     |                      |                    |
| Gabriel Buigas               | Joel K. Goldman        | Gustavo J. Lamelas    | Aileen Ortega           |                      |                    |
| Bernardo Burstein            | Steven E. Goldman      | Steven A. Landy       | A. Friesner Pardo       |                      |                    |
| Joseph A. Carballo           | Glenn E. Goldstein     | Steven B. Lapidus     | Steven J. Pardo         |                      |                    |
| David R. Chase               | Joseph G. Goldstein    | Linda E. Latta        | Rose Parish-Ramon       |                      |                    |
| Michael J. Cherniga          | Steven S. Goodman      | Nancy B. Lash         | Michael G. Park         |                      |                    |
| Ary Chourko                  | Matthew B. Gorton      | Moshe M. Lehefeld     | Marshall R. Pasternack  |                      |                    |
| Sue M. Gold                  | Dianne Greenberg       | James P. S. Leshaw    | Sylvia S. Penneys       |                      |                    |
| C. Deryl Gouch               | Robert L. Grossman     | Marc S. Levin         | Sheldon S. Polish       |                      |                    |
| Jimmy D. Crawford            | Barbara A. Hall        | Oscar Levin           | Roberto R. Pupo         |                      |                    |
| Miguel A. De Grandy          | Paige A. Harper        | Michael P. Levinson   | Albert D. Quentel       |                      |                    |
|                              |                        |                       | Vivian Paros Quiroga    |                      |                    |

Elizabeth C. Galvin, L.A.  
(305) 789-5449

September 14, 1995

Florida Division of Corporations  
BUREAU OF CORPORATE RECORDS  
P. O. Box 6327  
Tallahassee, FL 32314

RE: LEADER RACING, INC. & LEADER SPORTS GROUP, INC.

Enclosed are two duly executed originals of **STATEMENT OF CHANGE OF REGISTERED AGENT/OFFICE** for each of the captioned corporations.

Also enclosed is a check in the amount of \$ 70.00, to cover the cost of the filing of each change.

Please stamp the duplicate copy of the Application (s), and return to me. Thank you for your assistance and cooperation.

Very truly yours,

TO:

Sandra B. Mortham, Secretary of State  
FLORIDA DEPARTMENT OF STATE - Division of Corporations  
Tallahassee, Florida 32301

### STATEMENT OF CHANGE OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of §607.0502(2), Florida Statutes, the undersigned corporation, organized under the laws of the State of **FLORIDA**, submits the following statement in order to **change** its registered agent and registered office in the State of Florida.

1. The name of the corporation is: LEADER RACING, INC.

1a. Date of Incorporation August 19, 1995 Document P95000064223

2. The name and address of the **current** registered agent and office is:

GARY M. EPSTEIN \*\*\* 1221 Brickell Avenue, Miami, FL 33131

3. The name and address of the **new** registered agent and office is:

RICHARD NEAL, ESQ. \*\*\* 390 N. Orange Avenue, #2600, Orlando, FL 32801-1642

The street address of its registered agent and the street address of the business office of its registered agent, **as changed**, will be identical.

Such change was authorized by resolution duly adopted by its Board of Directors on August 28, 1995.

Signature:

Robert E. Fraley  
ROBERT E. FRALEY, Director & President

Dated:

August 28, 1995.

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and 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 obligation of my position as Registered Agent.

BY:

Richard Neal  
RICHARD NEAL, ESQ., Registered Agent

Dated: August 28, 1995

**WRITTEN CONSENT TO CORPORATE ACTION  
BY THE SOLE DIRECTOR OF**

**LEADER RACING, INC.**

Pursuant to §607.0502(g), the undersigned, being the Sole Director of LEADER RACING, INC. (the "Corporation"), organized and existing under the laws of the State of Florida, does hereby agree that when the director has signed this consent or an exact counterpart hereof, each of which counterparts when taken together shall constitute but one and only one consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Board of Directors of the Corporation, duly called and held for the purpose of acting upon proposals to adopt such resolutions. The undersigned hereby waives all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given. The following resolutions are hereby adopted:

**RESOLVED**, that the Corporation's registered office shall be changed

from 1221 Brickell Avenue, Miami, FL 33131

to 390 N. Orange Avenue, #2600, Orlando, FL 32801-1642

**RESOLVED**, that the Corporation's registered agent shall be changed

from GARY M. EPSTEIN

to RICHARD NEAL ESQ.

**RESOLVED** that henceforth the street address of the registered office of the Corporation and the street address of the business office of the Corporation's registered agent, as changed, shall be identical.

**RESOLVED**, that the action contained herein shall be effective as of the 28<sup>th</sup> day of August, 1995.

**IN WITNESS WHEREOF**, the undersigned being the Sole Director of the Corporation has executed the foregoing Written Consent to Corporate Action for the purposes expressed herein this the 28<sup>th</sup> day of August, 1995.

**DIRECTOR:**

  
\_\_\_\_\_  
ROBERT E. FRALEY