

P95000065272

Michael D. Parkman
14504 Anchoret Road
Tampa, FL 33624
(813)265-0649

August 21, 1995

Secretary of State
Division of Corporations
George Firestone Bldg.
409 E. Gaines Street
Tallahassee, FL 32399

Greetings:

Enclosed herewith you will find the following:

1. One original and one copy of my Articles of Incorporation for Michael Parkman Enterprises, Inc. to be filed with your office.
2. One original and one copy of the Acceptance By Registered Agent for Michael Parkman Enterprises, Inc. to be filed with your office.
3. My check in the amount of \$122.50 representing the following:
Filing fee - \$35.00
Designation of Registered Agent fee - \$35.00
Fee for 1 Certified Copy of the Articles of Incorporation - \$52.50
4. A prepaid Federal Express return Overnight Envelope to return the copy in.

I hope you will find everything satisfactory.

Very truly yours,


Michael D. Parkman

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95 AUG 22 PM 1:13
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
MICHAEL PARKMAN ENTERPRISES, INC.

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TALLAHASSEE, FLORIDA

I the undersigned natural person acting as incorporator of a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

1. The name of the Corporation is:

MICHAEL PARKMAN ENTERPRISES, INC.

2. The Corporation shall have a perpetual existence except that the same may be dissolved by law.

3. The Corporation may engage in any activity or business permitted under the laws of the United States and/or the State of Florida.

4. The Corporation is authorized to issue three classes of Shares to be designated respectively "Common", "Common B", and "Preferred". The total number of shares which the Corporation is authorized to issue is Two Million Two Hundred Thousand (2,200,000) Shares. The number of Common Shares authorized is One Million (1,000,000) Shares and each such Share is without par value. The number of Common B Shares authorized is One Million (1,000,000) Shares, and each such Share is without par value.

(A) The total number of Common and Common B Shares that can or will be issued shall represent One Hundred Percent (100%) of the equity in the Corporation.

(B) Holders of Common Shares shall have full voting rights and privileges.

(C) Holders of Common B Shares shall have no voting rights except as set forth in paragraph (10).

(D) Holders of Preferred Shares shall have no voting rights except as set forth in paragraph (5) and paragraph (10).

5. Each of the Preferred Shares shall entitle the holder thereof to receive an annual dividend, to be paid on a quarterly basis, and at a fixed rate to be determined by the Board of Directors of the Corporation. Such dividends shall begin to accrue on the date of issuance of such Preferred Shares, and shall be payable in

installments beginning nine (9) months thereafter and continuing each Three (3) months thereafter until either redemption or conversion. Such dividends shall be deemed to accrue from day to day whether or not earned or declared. Such dividends shall be payable before any dividends shall be paid, declared, or set apart for the Common Shares ("Common" and "Common B") and shall be cumulative so that if for any dividend period, such dividends then accrued on the outstanding Preferred shares are not paid or declared and set apart therefor, the deficiency shall be fully paid or declared and set apart for payment, without interest, before any distribution, by dividend or otherwise, shall be paid on, declared, or set apart for the Common Shares ("Common" and "Common B"). If the Corporation fails to meet all its cumulative accrued dividend obligations to the Preferred Shareholders, for a period of Three (3) consecutive due dates therefor, then they as a "Class" will receive voting rights equal to Fifty Percent (50%) of all the Common Shares authorized and issued. Such voting rights to be apportioned among Preferred Shares they own. Preferred Shareholders will retain such voting rights until such time as all dividend payments in arrears are paid.

6 On any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of the Preferred Shares shall receive an amount equal to the initial purchase price per Preferred Share, plus all accrued and unpaid dividends, and no more, before any amount shall be paid to the holders of Common Shares ("Common" and "Common B"). In the event the assets of the Corporation are insufficient to permit full payment to the Preferred Shareholders as herein provided, then such assets shall be distributed ratably among the outstanding Preferred Shares. Subject to such preferential rights, the holders of Common Shares ("Common" and "Common B") shall receive, ratably, all remaining assets of the Corporation. A consolidation or merger of the Corporation, with or into any other corporation, or a sale of all or substantially all of the assets of the Corporation, shall not be deemed a liquidation, dissolution, or winding up of the Corporation within the meaning of this paragraph.

7 Redemption Clause.

(A) The Corporation, after Two (2) years from the date of issuance of each Preferred Share, and on the annual anniversary date thereafter, shall have the right, subject to the Preferred Shareholders right of conversion as set forth in Sub-paragraph 7(B) next below, but not the obligation, to redeem each such Preferred Share, by paying in cash therefor, all dividends then accrued, unpaid, and accumulated, plus all dividends declared but unpaid as provided in these Articles, plus a sum equal to One Hundred Fifty Percent (150%) of the initial purchase price per Preferred Share. Notice shall be given to each Preferred Shareholder of record at his last known address, as shown on the records of the Corporation, at least Thirty (30), but not more than Fifty (50) days prior notice in writing, by mail, postage prepaid, stating that said shares are to be redeemed, the redemptive price, and the place where the Preferred Shareholders may obtain payment of the redemptive price upon surrender of their respective Share Certificates, hereinafter called the "Redemption Notice". Should only a part of the outstanding Preferred Shares be redeemed, such redemption shall be effected by lot, or pro-rata, as prescribed by the Board of Directors; provided, that no Preferred shares

shall be redeemed unless all accrued dividends on all outstanding Preferred shares shall have been paid for all past dividend periods and full dividends for the current period on all outstanding Preferred shares, except those to be redeemed, shall have been paid or declared and set apart for payment. On or after the date fixed for the redemption, each holder of Shares called for redemption shall surrender his Certificate for such Shares to the Corporation at the place designated in the Redemption Notice, and shall thereupon be entitled to receive payment of the redemptive price. Should less than all the Shares represented by any surrendered Certificate be redeemed, a new Certificate for the unredeemed Shares shall be issued. If the redemption notice is duly given and if sufficient funds are available therefor on the date fixed for redemption, then, whether or not the Certificates evidencing the Shares to be redeemed are surrendered, all rights with respect to such shares shall terminate on the date fixed for redemption, except for the right of the holders to receive the redemption price, without interest therein, on surrender of their Certificates therefor. Notwithstanding the foregoing, in the event that the Board of Directors of the Corporation adopts a resolution to undertake a public offering of Common Shares of the Corporation through a registered underwriting of same, the redemption of the Preferred shares may occur prior to the expiration of the Two (2) years from the date of issuance thereof in the same manner and on the same terms as if such Two (2) year period of time had elapsed.

(B) Preferred Shareholders may at any time Two (2) years after the date of issuance, and prior to the redemption date, elect to convert their Preferred shares to Common B Shares. Preferred Shares will be converted at a conversion rate to be determined by the Corporation before the sale or issuance of the Preferred Shares. Preferred Shareholders will be entitled to all dividends declared, and unpaid through the date of conversion and no more. The redemption sum of One Hundred Fifty Percent (150%) as referred to above in Paragraph 7 shall only apply in the case of redemption by the Corporation.

(C) Shares redeemed by the Corporation shall be restored to the status of authorized but unissued Shares of the Corporation.

8. The Corporation will not commence to operate until it has received for the issuance of its Shares, consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money, labor done, or property actually received.

9. The power to adopt, alter, amend, or repeal the Bylaws of the Corporation or to amend these Articles of Incorporation shall be vested exclusively in the Board of Directors unless otherwise provided for by the Shareholders of the Corporation.

10. All matters to come before the shareholders for vote shall be decided by majority or those shareholders eligible to vote. Directors shall be elected by plurality. Common B Shareholders shall have the exclusive rights to vote for One (1) member of the Board of Directors. Preferred Shareholders shall have the exclusive rights to vote for (1) member of the Board of Directors.

11 The Officers, Directors, and shareholders of the Corporation shall possess and enjoy all powers allowed by law except as restricted, limited, or prohibited by these Articles of Incorporation, the Bylaws of the Corporation, or by other act of the Corporation

12 The initial registered office of the Corporation and for mailing purposes is: 14504 Anchoret Road, Tampa, Florida 33624

13 The street address of the initial Registered Agent for the Corporation is: 14504 Anchoret Road, Tampa, Florida 33624. The name of the initial registered Agent is Michael D. Parkman.

14 The name and address of the subscriber to these Articles of Incorporation (Incorporator) is:

Michael D. Parkman

14504 Anchoret Road
Tampa, Florida 33624

IN WITNESS THEREOF, the undersigned, being the initial subscriber (Incorporator), for the purpose of forming a corporation as herein provided under the laws of the State of Florida, does make subscribe, acknowledge, and file the foregoing Articles of Incorporation, hereby certifying the facts stated therein to be true, all being done as of this the 21st day of August, 1995


Michael D. Parkman

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, pursuant to Florida Statutes Section 48.091, having been named to act as Initial registered Agent of the Corporation known as **MICHAEL PARKMAN ENTERPRISES, INC.**, does hereby accept the appointment as Registered Agent of said Corporation

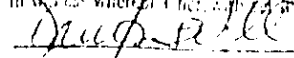
DATED THIS 21st day of August, 1995 A.D.


Registered Agent, Michael D. Parkman

address: 14504 Anchoret Road
Tampa, FL 33624

STATE OF ARIZONA }
COUNTY OF MARICOPA } ss.

This instrument was acknowledged before me this 21 day of August, 1995, by MICHAEL D. PARKMAN
to whom I have read the foregoing and he acknowledged it as his own act and deed.

 Notary Public

My Commission Expires 08/31/98

FILED
95 AUG 22 PM 1:13
TAMPA, FLORIDA

P95000065272

February 22, 1996

Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

Dear Sirs

This is concerning document number P95000065272 regarding MICHAEL PARKMAN ENTERPRISES, INC. We are hereby notifying the Florida Department of State, Division of Corporations of an address change. The new corporate address for MICHAEL PARKMAN ENTERPRISES, INC. is 3606 Carrollwood Place Circle, #104, Tampa, FL 33624 effective February 22, 1996.

If you have any questions please contact me at (813) 265-0649. A copy of this letter was faxed to Nancy on the same date as above.

Sincerely,

Signature attached

Michael D. Parkman
Registered Agent

*Address change
11th
2-22-96*

MAR 5 '96 16:32
03-05-96 04:19PM

FROM HARRIOTT PLANTATION

TO 19044876013

PAGE.002

TO 813054248402

FE02

12/12/96 14:58 From: Michael Partman

813-448-7602 To: Nancy

1-2/2

February 22, 1996

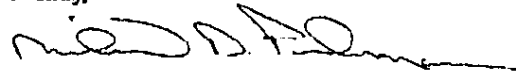
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir:

This is concerning document number P05000065272 regarding MICHAEL PARTMAN ENTERPRISES, INC. We are hereby notifying the Florida Department of State, Division of Corporations of an address change. The new corporate address for MICHAEL PARTMAN ENTERPRISES, INC. is 3606 Carrollwood Place Circle, #104, Tampa, FL 33624 effective February 22, 1996.

If you have any questions please contact me at (813) 265-0649. A copy of this letter was faxed to Nancy on the same date as above.

Sincerely,



Michael D. Partman
Registered Agent

R-91X

813-063-7242

02-22-96 02:48PM P002 #13

MAR 5 '96 16:17

DATE 02/22/96
** TOTAL PAGE.002 **
03-05-96 04:34PM P002 #24

R-95X

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14 15

MAIL AND MORE • 19044376013

NO. 979

032

P95000065272

SEPTEMBER 9, 1996

FLORIDA DEPARTMENT OF STATE

DIVISION OF CORPORATIONS

P.O. Box 6327

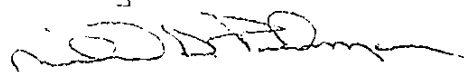
TALLAHASSEE, FL 32314

DEAR SIRS:

THIS IS CONCERNING DOCUMENT # P95000065272 REGARDING MICHAEL PARKMAN ENTERPRISES, INC. WE ARE HEREBY NOTIFYING THE FLORIDA DEPARTMENT OF STATE, DIVISION OF CORPORATIONS OF AN ADDRESS CHANGE. THE NEW CORPORATE ADDRESS FOR MICHAEL PARKMAN ENTERPRISES, INC. IS 145714 ANCHERET ROAD, TAMPA, FL 33624 EFFECTIVE SEPTEMBER 9, 1996.

IF YOU HAVE ANY QUESTIONS PLEASE CONTACT ME AT (813) 265-0649.

Sincerely,



MICHAEL D. PARKMAN

REGISTERED AGENT

Address Change
9/11/96

Michael Parkman Enterprises, Inc.

P95000065272

December 30, 1996

Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

Dear Sirs,

This is concerning document number P95000065272 regarding MICHAEL PARKMAN ENTERPRISES, INC. We are hereby notifying the Florida Department of State, Division of Corporations of an address change. The new corporate address for MICHAEL PARKMAN ENTERPRISES, INC. is 750 Post Lake Place #102 Apopka, FL 32703 effective December 30, 1996. The new corporate phone number is (407) 786-7050.

If you have any questions please contact me. A copy of this letter will be faxed to your offices with an original to follow via postal delivery.

Sincerely,



Michael Parkman
Registered Agent

KS 1/7



P95000065272
FAXPAC

MICHAEL PARKMAN ENTERPRISES, INC.
PROFESSIONAL MOTORSPORTS
540 S. Maitland Ave., Ste. 101B
Maitland, FL 32751-5673
(407) 740-6051
Fax: (407) 740-7942

To: Secretary of State
Division of Corporations
Attn: Nancy

Date: March 4, 1997

Fax #: 904.487.6013

Pages: one (1), including this cover sheet

From: Michael Parkman

Subject: Change of Address

New Corporate Address

Michael Parkman Enterprises, Inc.
540 South Maitland Ave.
Suite 101B
Maitland, FL 32751

phone# 407.740.6051

Hard copy to follow in the mail.

Thanks.

LC 3/7