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June 22, 1995

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

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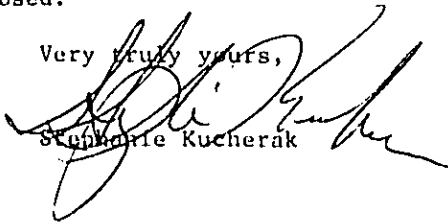
Re: KLM Racing Development, Inc.

Gentlemen:

Enclosed is the original and a duplicate copy of the Articles of Incorporation of the captioned proposed corporation. Please endorse your approval on the duplicate, certify, and return it to the undersigned as soon as possible.

My check in the amount of \$122.50 is enclosed.

Very truly yours,


Stephanie Kucherak

Encs.

REGISTER SEP 14 1995

FILED
95 SEP 11 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KLM RACING DEVELOPMENT, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby adopts the following for the purpose of forming a corporation under the Florida General Corporation Act.

ARTICLE I - NAME

The name of this corporation is **KLM RACING DEVELOPMENT, INC.**

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be transacted by this corporation shall be to manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description. The corporation may carry on any lawful business necessary or incidental to the attainment of the objectives of the corporation.

ARTICLE III - POWERS

The powers herein granted to the corporation shall not be construed as any limitation upon the powers of the corporation, but shall be in addition to the powers conferred by law. The corporation shall have the power to do the following:

1. To invest its funds in real estate, mortgages, stocks, bonds or any other type of investment and to own or lease real or personal property necessary for or incidental to the rendering of professional services;
2. To sue and be sued and appear and defend all acts and proceedings in its corporate name to the same extent as a natural person;
3. To adopt and use a common corporate seal and alter the same;
4. To appoint such officers, agents and employees as its affairs shall require and allow them suitable compensation;
5. To make and enter into all contracts necessary and proper for the conduct of its business;
6. To purchase the corporate assets of any other corporation;

7. To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it;

8. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock or any bonds or other evidence of indebtedness created by any other corporation of this State or any other State or government; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;

9. To purchase, hold, sell, and transfer shares of its own capital stock, but it cannot purchase any of its own capital stock except from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly or counted as outstanding stock for the purpose of any stockholder's quorum or vote.

10. To contract debts and borrow money at such rates of interest and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon; issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness whether secured or unsecured, and execute such mortgages or other instruments of encumbrances upon its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient, and, to transfer corporate property of every kind and nature belonging to the corporation as security for payment of any bonds, notes, debts or other evidence of indebtedness of the corporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 100 shares of common stock having a par value of One (\$1.00) Dollar.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators, or by the Directors at a meeting called for such purpose, or at the organizational meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Directors of the corporation. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the corporation may decide.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation may begin business shall not be less than One Hundred (\$100.00) Dollars.

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - ADDRESS

The initial street address of the principal office of this corporation shall be 9362 Dominican Drive, Miami, Florida 33157.

ARTICLE VIII - DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE IX - BOARD OF DIRECTORS

The names and addresses of the Directors of the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ronald L. Kellenbenz	9362 Dominican Drive Miami, Florida 33157

ARTICLE X - SUBSCRIBER

The name and street address of each subscriber of these Articles of Incorporation and the number of shares of stock each agrees to take is as follows;

<u>NAME</u>	<u>SHARE</u>	<u>ADDRESS</u>
Ronald L. Kellenbenz	1	9362 Dominican Drive Miami, Florida 33157

ARTICLE XI - OFFICERS

The by-laws to be adopted at the first meeting of the Board of Directors shall provide for the following corporate officers: President, Vice President,

Secretary and Treasurer. The names and street addresses of the officers of this corporation who shall hold office for the first year of the existence of this corporation and until their successors are elected or appointed and shall have qualified are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Ronald L. Kellenbenz	President	9362 Dominican Drive Miami, Florida 33157
Bobby Ray Luhm	Vice President	9362 Dominican Drive Miami, Florida 33157
Stacey L. Barber	Secretary/ Treasurer	10150 S.W. 199th Street Miami, Florida 33157

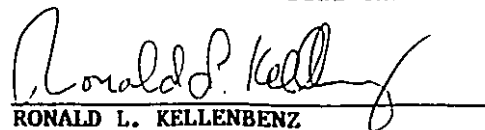
ARTICLE XII - REGISTERED AGENT

The registered agent of this corporation to accept service of process within this State shall be Ronald L. Kellenbenz. 9362 Dominican Drive, Miami, Florida 33157.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by 51% of the voting capital stock, unless all of the Directors and all stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 30th day of June, 1995.

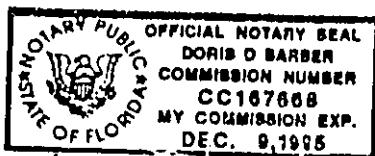

RONALD L. KELLENBENZ

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, appeared RONALD L. KELLENBENZ, who is personally known to me or who produced Florida Driver's License identification and (✓) did () did not

take an oath, and acknowledged before me that he subscribed to the foregoing Articles of Incorporation.

WITNESS my hand and seal in the County and State named above, this 30th day of June, 1995.



My commission expires:


Notary Public State of Florida

DORIS D. BARBER
Printed Signature

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above state corporation at the place designated in this certificate, 9362 Dominican Drive, Miami, Florida 33157, I, RONALD L. KELLENBENZ, hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper performance of my duties.


RONALD L. KELLENBENZ
Registered Agent

FILED
95 SEP 11 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA