

P95000074141

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800 342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

STATE
 SEP 25 11:10 AM '95

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY AKH _____

WALK-IN Will Pick Up 926 1100

RE: Cape Motor Sports, Inc

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art of Inc File		
Corp. Record Search		
Ltd Partnership File		
Foreign Corp File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
Art of Amend File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation	100.00	100.00
Annual Report/Reinstatement		
Reg Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s. Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep		
FAX () pgs		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

CAPE MOTORSPORTS, INC.

FILED
SECRETARY OF STATE
CORPORATIONS
95 SEP 26 AM 11:10

The undersigned incorporator to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS

The name and business address of the corporation shall be:

CAPE MOTORSPORTS, INC.
6110 N.W. 33rd Way
Fort Lauderdale, Florida 33309

ARTICLE II

NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One Dollar (\$1.00) per share. Shares may be issued only for a consideration having, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually, commencing upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE V

REGISTERED AGENT AND INITIAL OFFICE

The Registered Agent and the street address of the initial Registered Office of the corporation shall be:

RICHARD J. LEE, P.A.
Fifth Floor - 2655 Le Jeune Road
Coral Gables, Florida 33134

The Board of Directors may from time to time, move the Registered Office to any other office address in the State of Florida.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII

DIRECTORS

This corporation shall have Four (4) Directors, 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 Two (2). The name and street address of the initial members of the Board of Directors are:

DOMINIC CAPE
DIANE CAPE
6110 N.W. 33rd Way
Fort Lauderdale, Florida 33309

NICHOLAS CAPE
SONIA CAPE
6110 N.W. 33rd Way
Fort Lauderdale, Florida 33309

The persons named as initial Directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and has qualified, whichever occurs first.

ARTICLE XIII

INCORPORATOR

The name and street address of the entity signing these Articles of Incorporation is:

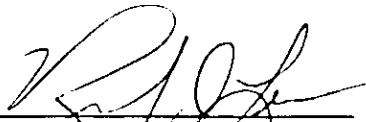
RICHARD J. LEE
2655 LeJeune Road
Coral Gables, Florida 33134

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by majority vote of the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority vote of the stockholders entitled to vote thereon, unless all of the directors and all of the voting stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

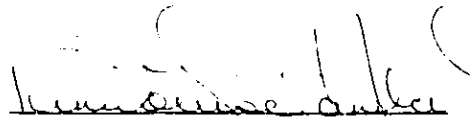
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 25
day of September, 1995.


Richard J. Lee - Incorporator

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared RICHARD J. LEE, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Dade County, Florida, this 25th of September, 1995.


Tina Louise Handal
NOTARY PUBLIC

My Commission Expires:



TINA LOUISE HANDAL
My Comm. Exp. 7/10/97
Bonded By Service Ins
No. CC0301157
My Term. By Death 11/01/97

FILED
SEC. OF STATE
CORPORATIONS

95 SEP 26 AM 11:10

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

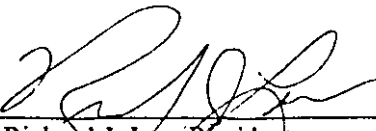
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Cape Motorsports, Inc., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, has named Richard J. Lee, P.A., a Florida professional association, of 2655 LeJeune Road, 5th Floor, Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

RICHARD J. LEE, P.A.

By:  (SEAL)
Richard J. Lee, President