

P 9600008678

January 2, 1996

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***122.50 ***122.50

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

SUBJECT: American Motor Sport, Incorporated

Enclosed is an original and one (1) copy of the articles of incorporation and check for \$122.50.

FILED
96 JAN 24 PM 1:59
TALLAHASSEE, FLORIDA

FROM:

Leo Mendez
154 Mingo Trail
Longwood, Florida 32808

~~676-223~~
~~624~~

W. CHESBURN JAN 29 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

January 9, 1996

LEO MENDEZ
154 MINGO TRAIL
LONGWOOD, FL 32801

SUBJECT: AMERICAN MOTOR SPORT, INCORPORATED
Ref. Number: W96000000723

RECEIVED
TALLAHASSEE, FLORIDA
JAN 11 1996
FILED

We have received your document for AMERICAN MOTOR SPORT, INCORPORATED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document. *

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: 096A00001160

* Article 5 has been amended and the original Articles of Incorporation have been returned for your review.

Thanks

[Signature]

1/25/96

**ARTICLES OF INCORPORATION
OF
AMERICAN MOTOR SPORT, INCORPORATED**

The undersigned, acting as a incorporator of a corporation under the Florida General Corporation Act; adopts the following articles of incorporation for such corporation.

FIRST: The name of the corporation is American Motor Sport, Incorporated.

SECOND: The duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, or the foreign country.

FOURTH: The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of capital stock with a par value of \$1 per share. Initial issue of 1 share of Capital Stock of the corporation shall be issued for cash and or property at a par value of \$1 per share.

Stated capital. The sum of the par value of all shares of Capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when as declared by the Board of Directors, dividends payable either in cash, property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial registered office and principal office of the corporation is 154 Mingo Trail Longwood, Florida 32750 ,and the name of the initial registered agent at such address is Leo Mendez.

SIXTH: The initial board of directors shall consist of 2 members, who need be shareholders of the corporation.

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CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

SEVENTH: The name and address of the person who shall serve as directors until their successors have been elected and qualified, are as follows:

Leo Mendez 154 Mingo Trail Longwood, Florida 32750

Ray C. Mullis 154 Mingo Trail Longwood, Florida 32750

EIGHT: The name and address of the initial incorporator is as follows:

Leo Mendez 154 Mingo Trail Longwood, Florida 32750

NINTH: An affirmative vote of all the shares of the corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and adopted at a stockholders meeting, with not less than two-thirds vote of common stock.

ELEVENTH: The corporation shall have the right of first refusal to purchase, at prices, term and conditions that shall be determined by the Board of Directors, such shares of the stock of this corporation as may be issued or transferred for but not limited to money, or any property or services.

This article pertaining to the right to first refusal by the corporation may not be altered or deleted without the unanimous vote of the shareholders.

TWELFTH: Shareholders of the corporation shall have preemptive right to acquire their pro rata share of stock of the corporation for all issues of the stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of redeemed or other wise acquired shares, including the reissuance of treasury shares.

This article pertaining to preemptive rights may not be altered or deleted without the unanimous vote of the shareholders.

No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

THIRTEENTH: The initial registered agent and the initial registered Office of this corporation in the State of Florida shall be:

Leo Mendez
154 Mingo Trail
Longwood, Florida 32750

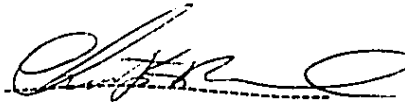
IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these articles of incorporation at Maitland Florida, on the 3rd day of January, 1996

Leo Mendez
Incorporator

STATE OF FLORIDA
COUNTY OF Orange

Before me the undersigned authority, personally appeared Leo Mendez, who is to me well known to be the person described in and who subscribed the above articles of incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Maitland in said County and State this 3 day of January 1996



Notary Public

My commission expires _____

CHRISTOPHER REED
Notary Public, State of Florida
My comm. expires July 24, 1998
20004700

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is AMERICAN MOTOR SPORT, INCORPORATED
2. The name and address of the initial registered agent and office is:

Leo Mendez
154 Mingo Trail
Longwood, Florida 32750

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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: Leo Mendez

Date: 1/03/96

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96 JAN 24 PM 1:59
TAMMISSEE, FLORIDA