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Matthew E. Morrall, P.A.

INTERNATIONAL BUILDING
PENTHOUSE WEST
2466 EAST SUNRISE BOULEVARD
PORT LAUDERDALE, FLORIDA 3304
March 5, 1995

TELEPHONE (954) 663-4006

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New Filing Section
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32301

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**RE: INCORPORATION OF RANIER/WALSH
RACING ENTERPRISES, INC.**

Ladies and Gentlemen:

Please find enclosed an original of the Articles of Incorporation, together with a photocopy thereof, to form the above-named corporation. The designation of the Registered Agent is made in the text of the Articles, while the acceptance by the named Registered Agent is attached to the back of the Articles. Please also find enclosed a check in the amount of One Hundred Twenty-two and 50/100 Dollars (\$122.50) representing the following:

Filing Fee - Articles of Incorporation	\$ 35.00
Filing Fee - Registered Agent	\$ 35.00
Certification Fee - Articles of Incorporation	\$ <u>52.50</u>
Total	\$122.50

If you find the enclosures in order, please file the original of the Articles, certify the photocopy thereof and return the certified copy to me as soon in the enclosed stamped, self-addressed envelope.

Thank you for your assistance in this matter.

Very truly yours,

Matthew E. Morrall
Matthew E. Morrall

MEM/cjp
Enclosures

FILED
96 MAR - 6 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/8/96

ARTICLES OF INCORPORATION OF
RANIER/WALSH RACING ENTERPRISES, INC.
A FLORIDA CORPORATION

FILED
96 MAR -6 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is RANIER/WALSH RACING ENTERPRISES,
INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 1670 West McNab Road, Fort Lauderdale, Florida 33309; and the mailing address of the Corporation is 1670 West McNab Road, Fort Lauderdale, Florida 33309.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue ten thousand (10,000) shares of common stock, One and 00/100 Dollar (\$1.00) par value per share.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Address

Matthew E. Morrall

2455 East Sunrise Boulevard
Penthouse West
Fort Lauderdale, Florida 33304

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have initially five directors to hold office until the first annual meeting of shareholders and until their successors shall have been elected and

qualified, or until their earlier resignations, removal from office or deaths. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Lorin Ranler	413 Northwest Drive Davidson, North Carolina 28036
Harry Ranler	413 Northwest Drive Davidson, North Carolina 28036
Tom Walsh	731 Northwest 101st Terrace Plantation, Florida 33324
A. G. Johnson	5530 Thoroughbred Lane Fort Lauderdale, Florida 33330
Darryl Hemminger	18801 Nautical Drive Apartment 206 Huntersville, North Carolina 28078-7102

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
Matthew E. Morrall	2455 East Sunrise Boulevard Penthouse West Fort Lauderdale, Florida 33304

ARTICLE VIII

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of March, 1996.

Matthew E. Morrall

Matthew E. Morrall
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 4th day of March, 1996, by Matthew E. Morrall, who is personally known to me and who did not take an oath.

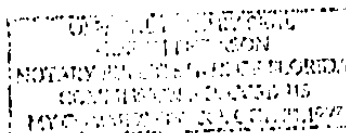
Cindy J. Peterson

Name: Cindy J. Peterson

Notary Public

Serial No. _____

My Commission Expires: _____



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of RANIER/WALSH RACING ENTERPRISES, INC., simultaneously with my being designated, as made in the foregoing Articles of Incorporation. I state that I am familiar with, and accept, the obligations of that position.

Date: March 4th, 1996

Matthew E. Morrall
Matthew E. Morrall

FILED
96 MAR -6 PM 2:11
CLERK OF STATE
TALLAHASSEE, FLORIDA