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TRANSMITTAL LETTER

FILED
MAR-7 PM 3:13
TALLAHASSEE, FLORIDA

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

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-03/07/96-01075-010
*****75 *****75

SUBJECT: *Toy Store Motorsports, Inc.*
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee
Certified Copy
& Certificate

Additional Copy Required

FROM: *James Crist*
Name (printed or typed)

1426 Gulf-to-Bay Blvd.
Address

Clearwater, FL 34615
City, State & Zip

813-585-6000
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN MAR 11 1996

ARTICLES OF INCORPORATION
OF
TOY STORE MOTORSPORTS, INC.

FILED
95 MAR -7 PM 3:13
CLERK OF COURT
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is Toy Store Motorsports, Inc.

ARTICLE II

ADDRESS

The initial mailing address is 1426 Gulf-to-Bay Boulevard, Clearwater, Florida, 34615.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue 100,000 shares of \$.01 par value common stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1426 Gulf-to-Bay Boulevard, Clearwater, Florida, 34615, and the name of its initial registered agent of this corporation at that address is James G. Crist.

ARTICLE V

INCORPORATOR

The name and address of each person signing these Articles is:

James G. Crist	1426 Gulf-to-Bay Boulevard Clearwater, Florida 34615
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ARTICLE VI

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE VII

DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
James G. Crist	1426 Gulf-to-Bay Boulevard Clearwater, Florida 34615

ARTICLE IX

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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

BYLAWS

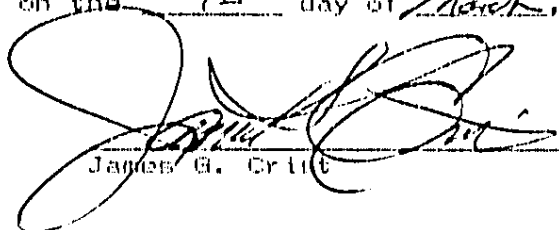
The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these
Articles of Incorporation on the 1st day of March,
1996.


James G. Crist

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

Sworn to and subscribed before me this 4th day of
MAR, 1996, by James G. Crist, who is personally
known to me.

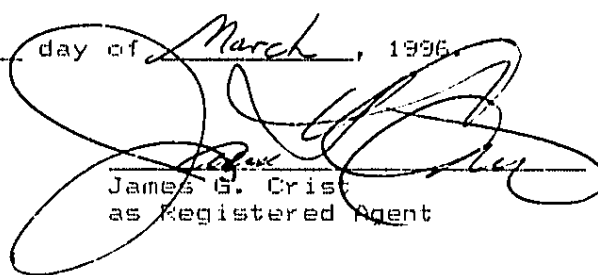



Notary Public

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as
Registered Agent of Toy Store Motorsports, Inc., which is
contained in the foregoing Articles of Incorporation.

Dated this 1st day of March, 1996.


James G. Crist
as Registered Agent