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WILLIAM V. LINNE

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March 12, 1996

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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000/12/96-00000-000
***\$122.50 ***\$122.50

Re: Southern Lightning Motor Sports, Inc.

Gentlemen:

Enclosed for filing please find two copies of the Articles of Incorporation and Designation of Registered Agent for the above-referenced new corporation, along with a check in the amount of \$122.50 for the filing and certification fees. Please return one certified copy of the articles to my office.

If you have any questions, please do not hesitate to give me a call. Thank you for your assistance.

Very truly yours,

WILLIAM V. LINNE

WVL:sgb

Enclosures

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FILED
96 MAR 13 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SOUTHERN LIGHTNING MOTOR SPORTS, INC.

FILED

96 MAR 13 AM 10:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida and under the following Articles:

ARTICLE I. NAME AND DURATION

The name of the Corporation shall be SOUTHERN LIGHTNING MOTOR SPORTS, INC. The duration of the Corporation shall be perpetual.

ARTICLE II. REGISTERED OFFICE AND PRINCIPAL OFFICE AND AGENT

The address of the registered office and principal office in the State of Florida is 93 West Hood Drive, City of Pensacola, County of Escambia. The name of the registered agent at such address is Larry Thompson.

ARTICLE III. NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and/or the State of Florida, and shall have all of the general and specific powers and rights granted to and conferred upon corporations by the General Corporation Act of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a nominal par value of \$1.00 per share.

All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

Except as required by law, each holder of common stock shall have one vote for each share of stock held by him of record on the books of the Corporation on all matters to be voted upon by the Stockholders. Notwithstanding the foregoing, this Corporation shall have the right to increase its capital stock, either with or without nominal or par value, and to provide the designations, preferences, voting powers, restrictions or qualifications of voting powers of such additional stock in an amendment to these Articles of Incorporation.

Shares held by Stockholders of this Corporation may not be resold or otherwise transferred to other persons unless shares are first offered to the remaining Stockholders or to the Corporation.

The price and terms at which and the time within which such shares may be offered and sold shall be further specified by written agreement among all the Stockholders and this Corporation.

ARTICLE V. INCORPORATORS

The name and mailing address of each incorporator of this Corporation are as follows:

Larry Thompson

The powers of the incorporators shall terminate upon the filing of these Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have four (4) initial Directors. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders, but shall never be less than one (1), as required by the laws of the State of Florida.

The name and mailing address of the initial members of the Board of Directors of this Corporation, to hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Larry Thompson	900 Breezy Acres Pensacola, FL 32534
Donna Thompson	900 Breezy Acres Pensacola, FL 32534

Elaine Goodson

93 West Hood Drive
Pensacola, FL 32534

Ivon Sonny Goodson

93 West Hood Drive
Pensacola, FL 32534

Any Director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the Stockholders.

In the event that one or more vacancies should occur on the Board of Directors by reason of death, resignation or otherwise, such vacancies shall be filled by the Stockholders at their next annual meeting or at a special meeting called for that specific purpose. The remaining Directors, by affirmative vote of a majority thereof, may elect a Director to fill any such vacancy until a special meeting can be called or until the next annual meeting of the Stockholders.

The initial members of the Board of Directors of this Corporation hereinabove named shall hold the Organizational Meeting of this Corporation, and are hereby authorized to do and perform all acts and things necessary for and incident to the organization of this Corporation.

ARTICLE VII. CORPORATE ACTION BY CONSENT


Any corporate action required or permitted to be taken by a vote of the Board of Directors or a committee thereof or by a vote of the Stockholders may be taken without a meeting or vote of the Directors or Stockholders upon the written consent of all Directors or Stockholders having a majority of all stock entitled to vote

upon such action as if a meeting were held; provided, however, that in no case shall any such corporate action be taken by written consent of less than the minimum percent of the vote required by statute for the proposed action, and provided that prompt notice is given to all Directors and Stockholders of the taking of such corporate action without a meeting and by less than unanimous written consent.

ARTICLE VIII. AMENDMENT


These Articles of Incorporation may be amended in the 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 a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

DATED at Pensacola, Escambia County, Florida, on this 12th day of March, 1996.


Larry Thompson, Incorporator

STATE OF FLORIDA
COUNTY OF USCAMBIA

The foregoing instrument was acknowledged before me this 12th day of March, 1996 by Larry Thompson, who is personally known to me.



NOTARY PUBLIC
Typed Name: William V. Linne
Commission Expires: 12-30-99
Commission No.: CC507790



WILLIAM V. LINNE
My Commission CC507790
Expires Dec. 30, 1999

**CERTIFICATE DESIGNATING ADDRESS FOR
SERVICE OF PROCESS WITHIN FLORIDA
AND DESIGNATING AGENT UPON WHOM
PROCESS MAY BE SERVED**

FILED
96 MAR 13 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Chapter 607.034, Florida Statutes, the General Corporation Act of Florida, the following is submitted:

FIRST: SOUTHERN LIGHTNING MOTOR SPORTS, INC., desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Pensacola, County of Escambia, State of Florida, has named Larry Thompson, located at 93 West Hood Drive, Pensacola, Florida 32534, the registered office of the Corporation, as its agent to accept service of process within this State.

ACCEPTANCE OF AGENT

Having been named to accept service of process and serve as Registered Agent for the above-named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said statute relative to keeping said office open.


LARRY THOMPSON

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