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From

JOHN R. COUNCIL
ATTORNEY AT LAW

14020 5th STREET
P.O. BOX 991
DADE CITY, FLORIDA 33526
(904) 567-5175

To

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

DATE
March 13, 1996
SUBJECT
Minature Motorsports

Message

Dear Sir/Madam:

Please find enclosed Articles of Incorporation along with check
for filing same.

Please return filed copy at your earliest convenience.

Very truly yours,
For John R. Council

800001744368
-03/15/96--01080--016
****122.50 ****122.50

Signed

FOR REORDER CALL CUSTOM PRINTING (904) 521-7046

Name Reservation

Reinstatement

Trademark

Other

T. BROWN MAR 21 1996

Examiner's Initials

ARTICLES OF INCORPORATION
OF
MINIATURE MOTORSPORTS OF FLORIDA, INC.

FILED
96 MAR 15 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is: MINIATURE MOTORSPORTS OF
FLORIDA, INC.

The principal place of business of this Corporation shall be:

4444 U.S. 98 N. #743
Lakeland, FL 33809

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all 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 issue and have outstanding at any one time is 1,000 shares of common stock (Having a par value of \$1.00 per share).

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

David L. Johnson
4444 U.S. 98 N. #743
Lakeland, FL 33809

Mailing Address:
4444 U.S. 98 N. #743
Lakeland, FL 33809

Acceptance by Registered Agent:

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation; and the registered agent signature.


DAVID L. JOHNSON

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

ARTICLE VI. BOARD OF DIRECTORS

The corporation shall have three directors initially. 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.

ARTICLE VII. INITIAL DIRECTORS

The names and street addresses of the initial directors of this Corporation are:

David L. Johnson	Douglas L. Johnson	Henry Frith
4444 U.S. 98 N. #743	3075 Willow Oak Rd.	2610 Bridle Lane
Lakeland, FL 33809	Mulberry, FL 33860	Wimauma, FL 33598

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

ARTICLE VIII. INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators are:

David L. Johnson
4444 U.S. 98 N. #743
Lakeland, FL 33809

ARTICLE IX. 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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, have executed the foregoing Articles of Incorporation on March 8, 1996.


DAVID L. JOHNSON

STATE OF FLORIDA
COUNTY OF PASCO

Before me, a Notary Public, personally appeared David L. Johnson, personally known to me and who did not take an oath described herein as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation on March 8th 1996.

(seal)


Notary Public
My commission expires:



KATHY M. PATE
MY COMMISSION # GG 844284 EXPIRES
December 18, 1998
BONDED TRUSTEY FARM ROUWANDER, INC.

FILED
96 MAR 15 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA