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TRANSMITTAL LETTER

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

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-05/07/96--01159--016
*****78.50 *****78.50

SUBJECT: Burt Motorsports, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.50 (filing fee, certificate and designation of registered agent).

FROM: Greg A. Betterton, Esq.
915 South Tamiami Trail
Nokomis, FL 34275
(941) 966-4712

REC'D
96 MAY -6 AM 9:35
SECT. OF STATE
TALLAHASSEE, FLORIDA

GB 5/14/96

ARTICLES OF INCORPORATION

OF

BURT MOTORSPORTS, INC.

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DATE
CORP

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is:

BURT MOTORSPORTS, INC.

Article 2. Mailing Address. The mailing address of the Corporation is:

Burt Motorsports, Inc.

4517 Northgate Ct.

Sarasota, FL 34234

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To engage in the business of operating an automobile racing team.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock, without par value.

Article 6. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 4517 Northgate Ct., Sarasota, FL, 34234, and the name of the initial Registered Agent at that address is Greg Burt.

Article 7. Incorporator. The name and address of the incorporator is as follows:


Greg Burt	4517 Northgate Ct.
	Sarasota, FL 34234

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Commencement of Corporate Existence. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of execution by the incorporator of these Articles of Incorporation. In the event these Articles of Incorporation are not filed within the time period set forth in Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of filing by the Secretary of State.

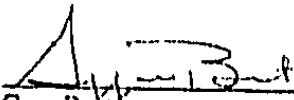
IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 25th day of April, 1996.


Greg Burt
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Burt Motorsports, Inc., which is contained in the foregoing Articles of incorporation, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 25th day of April, 1996.



Greg Burt
Registered Agent

STATE OF FLORIDA
CORPORATION DIVISION
TALLAHASSEE, FLORIDA
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