

Robert W. Dombrowsky
FIDELITY INTERNATIONAL
Financial Services, Inc.

P96000048970 FILED

June 4, 1996

96 JUN 5 W. 112 Street
MIAMI, FL 33186
(305) 385-7722
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

40000118-385-7722
-06/06/96--01006--001
*****70.00 *****70.00

Dear Sirs,

Enclosed are two copies of Articles of incorporation for

Hedon Meyer Sports, Inc. and a check for \$70. Please
register the articles and return a copy to:

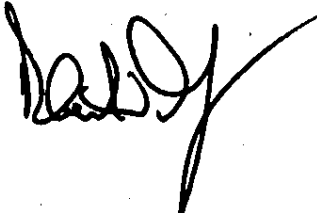
Robert W. Dombrowsky
c/o Fidelity Int'l Financial Services
12959 S.W. 112 Street
Miami, Fl. 33186

Call (305)385-7722 if you have any questions. Thank you.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Sincerely,



PT
6/7/96

ARTICLES OF INCORPORATION
OF

Hedin Motor Sports, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

Hedin Motor Sports, Inc.

ARTICLE II

This Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
 - To have perpetual succession by its corporate name;
 - To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
 - to have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a

facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine issue

its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member,

associate, or manager of any corporation,
partnership, joint venture, trust, or other
enterprise;

To have and exercise all powers necessary or
convenient to effect its purposes;

To indemnify any person who by reason of the fact
that he is or was a director, officer, employee or
agent of the corporation to the full extent as
permitted by Florida Statute §607.014;

ARTICLE IV

The aggregate number of shares which the Corporation shall
have authority to issue is the total sum of Five Hundred Shares,
having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an
amendment to these articles, there shall be only one (1) class of
stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Carl J. Hedin, Jr.
12795 South Dixie Highway
Miami, Fl. 33156

The address of the registered agent as listed above shall also serve as the mailing address for the principal office of the corporation.

ARTICLE VI

The initial Board of Directors shall consist of a total of one person and the name and address of the person who is to serve as initial director is:

Carl J. Hedin, Jr.
12795 South Dixie Highway
Miami, Fl. 33156

The name and address of the incorporator executing these Articles of Incorporation is:

Carl J. Hedin, Jr.
12795 South Dixie Highway
Miami, Fl. 33156

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

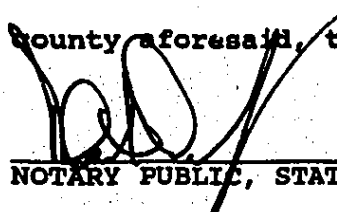


Carl J. Hedin, Jr.

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Carl J. Hedin, Jr., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 4th day of June, 1996.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE.

My Commission Expires:



Robert W. Dombrosky
MY COMMISSION # GC856066 EXPIRES
May 19, 2000
BONDED THRU TROY PAW INSURANCE, INC.

FILED

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ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

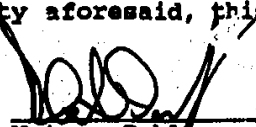
HAVING BEEN named to accept service of process for the above named corporation, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Carl J. Hedin, Jr.

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Carl J. Hedin, Jr., known to me and known by me to be the person who executed the foregoing Acceptance by Registered Agent, and he acknowledged before me that he executed that Acceptance this 4th day of June, 1996.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 4th day of June, 1996.


Notary Public
State of Florida

My Commission Expires:



Robert W. Dombrosky
MY COMMISSION # CC560068 EXPIRES
May 19, 2000
BONDED THIRD PARTY INSURANCE, INC.