

P96000051453

*Thomas Roe Motorsports, Inc.
304 West Wheeler Road
Seffner, Florida 33584*

June 11, 1996

300001868403
-06/17/96--01026--013
***122.50 ***122.50

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

FILED
96 JUN 14 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Thomas Roe Motorsports, Inc.

Gentlemen:


Enclosed is a Certificate of Incorporation for the above named corporation,
together with a check in the amount of \$ 122.50 to cover the cost.

Please file the Certificate of Incorporation and return a certified copy to the
undersigned at the above referenced address.

Sincerely,



Thomas Roe
Enclosures
TR/cmb

6-17-96


**ARTICLES OF INCORPORATION
OF
THOMAS ROE MOTORSPORTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber, a natural person, competent to contract, hereby form a corporation for profit under the provisions of Chapter 607, Florida Statutes, and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation.

I. NAME

The name of the corporation shall be:

Thomas Roe Motorsports, Inc.

II. TERM OF EXISTENCE

The corporation shall have perpetual existence, unless sooner dissolved pursuant to the provisions of Florida Statutes, Chapter 607.

III. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is race car driving and promotions. The corporation may engage in any activity or business permitted under the laws of the United States of America, and of the State of Florida, including, but not limited to dealing in real, personal, or mixed property of any kind or description; dealing in stocks, bonds, mortgages, securities, notes and commercial papers of any kind; to purchase, hold, sell and transfer shares of its own capital stock, provided that the corporation shall not purchase its own shares of capital stock except from a surplus of its assets over its liabilities including capital.

IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be as follows: One Thousand (1,000) shares of common stock having par value of ONE (\$1.00) DOLLAR per share.

V. ADDRESS

The initial address of this corporation as its principal office in the state of Florida is:

304 West Wheeler Rd., Seffner, Florida 33584

VI. DIRECTORS

The number of directors of this corporation shall not be less than one (1) nor more than seven (7).

VII. INITIAL DIRECTORS

The names and street addresses of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Roe	304 West Wheeler Road, Seffner, Florida 33584

All of said directors are of full age and are citizens of the United States of America.

VIII. SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation is:

Thomas Roe, 304 West Wheeler Road, Seffner, Florida 33584

IX. SALE OF STOCK

The stockholders may by law provisions or by stockholders agreement recorded in the minute book, impose such restrictions upon sale, transfer, or encumbrance of the stock of this corporation as they see fit.

X. COMPENSATION

The directors, who are also officer of the corporation, are authorized to fix compensation for their services to be rendered as such officers.

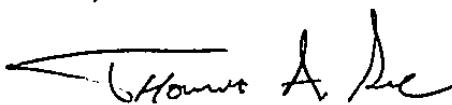
XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon.

XII. DESIGNATION OF RESIDENT AGENT

In pursuance of Chapter 48-091 Florida Statutes, Thomas Roe, whose address is at 304 West Wheeler Road, Seffner, Florida 33584, is named as resident agent of this corporation to accept service within this State.

IN WITNESS WHEREOF, the undersigned subscriber does hereby set his hand and seal this 11 day of June, 1996.

A handwritten signature in black ink, appearing to read "Thomas A. Roe", is written over a horizontal line.

Thomas Roe

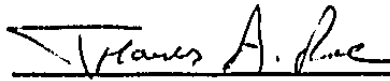
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48-091, Florida Statutes, the following is
submitted, in compliance with said Act;

First - Thomas Roe Motorsports, 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 Seffner, County of Hillsborough,
State of Florida has named Thomas Roe, located at 304 West Wheeler
Road, Seffner, Florida 33584, its agent to accept service of process within
the state.

ACKNOWLEDGMENT:

Having been named to accept service process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Thomas Roe

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, personally appeared Thomas Roe, to me well known to be the individual, or who showed me drivers license as a form of identification and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state named above this 11th day of June, 1996.



Notary Public, State of Florida at Large.

My commission expires:

