

1201 HAYS STREET
TAMPA, FL 33607
800-342-0086
PA10000034061

CSC networks

PROFESSIONAL
TELEPHONE SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 998212 157550A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizjuts

ORDER DATE : June 24, 1996

ORDER TIME : 12:38 PM

ORDER NO. : 998212

CUSTOMER NO: 157550A

10000010788011

CUSTOMER: Mr. Rita D. Taylor
CASS GRAHAM & FISHER, P.A.

Suite 375
324 S. Hyde Park Avenue
Tampa, FL 33606

DOMESTIC FILING

NAME: SOUTHERN MOTORSPORTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

509-671
W96-13444

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 25 PM 3:06

RECEIVED
95 JUN 24 PM 3:14
DIVISION OF CORPORATIONS
6/25/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

RESUBMIT

June 25, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

Please give original
submission date as file date

SUBJECT: SOUTHERN MOTORSPORTS, INC.
Ref. Number: W96000013444

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN 25 PM 3:06

We have received your document for SOUTHERN MOTORSPORTS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 996A00031390

96 JUN 25 PM 1:19
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

- of -

SOUTHERN MOTORSPORTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 25 PM 3:07

The undersigned, **NANCY J. CASS**, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation shall be: **SOUTHERN MOTORSPORTS, INC.**

The principal place of business of this Corporation shall be 5509-A West Friendly Avenue, Suite 101, Greensboro, North Carolina 27410.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized is as follows:

To engage in any activity or business not forbidden by the Florida corporation laws, or by other law, or by these Articles of Incorporation, and to carry on said activity or business in any state, territory, district or possession of the United States or in any foreign country to the extent that the activity or business is not forbidden by the law of the state, territory, district or possession of the United States or of any foreign country.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is One Thousand (1,000) shares of capital stock with a no par value per share.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is 324 Hyde Park Avenue, Tampa, Florida 33606, and the name of the initial Registered Agent at said address is Nancy J. Cass.

ARTICLE VI

The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida or shareholders in the Corporation.

ARTICLE VII

The name and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

HARRY GANT	Route 3 Box 587 Taylorsville, North Carolina 28681
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ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter or change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with no less than a majority of the vote of the common stock.

ARTICLE IX

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation as may be issued for money or any property or services, from time to time, and in addition to the stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

ARTICLE X

10.1 The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director or employee

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

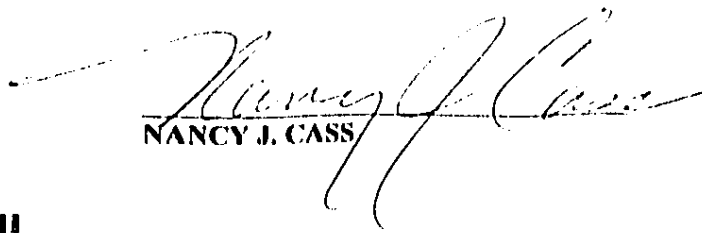
(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

10.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in subparagraphs (1), (b), and (c) of paragraph 11.1. If the court determines that the conduct of the officer, director, or

employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

IN WITNESS WHEREOF, the undersigned has made and subscribed to the above Articles of Incorporation at Tampa, Florida, on the 19th day of June, 1996.


NANCY J. CASS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared NANCY J. CASS, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 19th day of June, 1996.


NOTARY PUBLIC

My Commission Expires:



BITA D. TAYLOR
MY COMMISSION # CC280787 EXPIRES
April 27, 1997
BONDED THRU TRU FARM INSURANCE, INC.

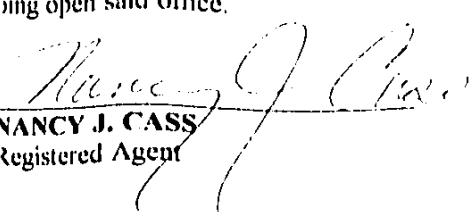
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That SOUTHERN MOTORSPORTS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Tampa, State of Florida, has named **Nancy J. Cass**, located at 324 Hyde Park Avenue, Suite 375, Tampa, Florida 33606, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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


NANCY J. CASS
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 25 PM 3:07