

JUN-27-1996 16:17  
6/27/96

EMPIRE CORPORATE KIT  
FLORIDA DIVISION OF CORPORATIONS

P.16/20  
3:13 PM

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
400 EAST WILSON STREET  
TALLAHASSEE, FL 32399  
FAX (904) 922-1000

FROM: EMPIRE CORPORATE KIT COMPANY  
142 W. FLAGLER ST  
SUITE 200  
MIAMI FL 33136-0-10000  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3894  
FAX: (305) 541-3770

(((H90000009020)))  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: RACING CONSULTANTS, INC.  
FAX AUDIT NUMBER: H90000009020  
DATE REQUESTED: 06/27/1996  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 5  
ESTIMATED CHARGE: \$122.50

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TIME REQUESTED: 15:13:21  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
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(((H90000009020)))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM CAPS Connect: 00:20:3

EFFECTIVE DATE  
6/27/96

*[Handwritten signature]*  
6/28

FILED  
96 JUN 27 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA DIVISION OF CORPORATIONS

96 JUN 28 AM 7:52

RECEIVED

JUN-27-1996 16:17

EMPIRE CORPORATE KIT  
ARTICLES OF INCORPORATION

PREPARED BY:  
MARK Goldstein  
FBN. 705276  
1000 S. Federal Hwy.  
Suite # 201  
Ft. Lauderdale, FL 33316  
954-761-8910

OF

RACING CONSULTANTS, INC.

ARTICLE I.

The name of this Corporation is:

RACING CONSULTANTS INC., a Florida Corporation

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI.  
VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VII.  
PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

FILED  
JUN 28 1996  
P. 1720

EFFECTIVE DATE  
6/27/96

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**ARTICLE VIII.**

The street address of the initial registered office of this Corporation is: 1000 South Federal Highway, Suite 201, Fort Lauderdale, Florida 33316, and the name of the initial registered agent of this Corporation at that address is: MARK B. GOLDSTEIN, ESQ, and the principal place of business of the corporation is 1000 South Federal Highway, Suite 201, Fort Lauderdale, Florida 33316.

**ARTICLE IX.**

This Corporation shall have one (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial Directors of this Corporation are:

MARK B. GOLDSTEIN  
1000 SOUTH FEDERAL HIGHWAY  
SUITE 201  
FORT LAUDERDALE, FLORIDA 33316

ROBERT A. BARBER  
1000 SOUTH FEDERAL HIGHWAY  
SUITE 201  
FORT LAUDERDALE, FLORIDA 33316

SHIRLEY BARBER  
1000 SOUTH FEDERAL HIGHWAY  
SUITE 201  
FORT LAUDERDALE, FLORIDA 33316

**ARTICLE X.**

The name and address of the person or entity signing these Articles of Incorporation is:

MARK B. GOLDSTEIN  
1000 SOUTH FEDERAL HIGHWAY  
SUITE 201  
FORT LAUDERDALE, FLORIDA 33316

**ARTICLE XI.**  
**AMENDMENT:**

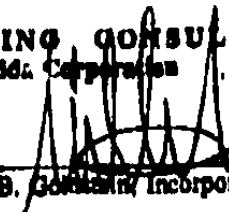
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

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H9600009020

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27TH day of June, 1996,

RACING CONSULTANTS, INC.,  
a Florida Corporation

BY:   
Mark B. Goldstein, Incorporator

STATE OF FLORIDA )  
SS: )  
COUNTY OF BROWARD )

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 27th day of June, 1996, in the County and State aforesaid.

Angela Catherine Warshawski  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires:

JUN-27-1996 16:10

EMPIRE CORPORATE KIT  
CERTIFICATE DESIGNATING A PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.

P.20/20

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT RACING CONSULTANTS, INC., A FLORIDA CORPORATION DESIRING TO  
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE,  
AS INDICATED IN THE ARTICLES OF INCORPORATION AT 1000 SOUTH FEDERAL  
HIGHWAY, SUITE 201, FORT LAUDERDALE, FLORIDA 33316, HAS NAMED MARK B.  
GOLDSTEIN, LOCATED AT 1000 SOUTH FEDERAL HIGHWAY, SUITE 201, FORT  
LAUDERDALE, FLORIDA 33316, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

RACING CONSULTANTS, INC.,  
a Florida Corporation

BY: [Signature]  
MARK B. GOLDSTEIN, DIRECTOR

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE  
TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS  
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY  
DUTIES.

By: [Signature]  
MARK B. GOLDSTEIN  
Dated: \_\_\_\_\_

STATE OF FLORIDA )  
SS: )  
COUNTY OF BROWARD )

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer  
oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN, ESQ., known to me  
to be the person described in and who executed the foregoing instrument, who acknowledged before me  
that he executed the same, that I relied upon the following form of identification of the above-named  
person: Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 1st day of April, 1996, in the County and State  
aforesaid.

[Signature]  
Angela Catherine Warsbefski  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires:

