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LAW OFFICES OF

Frank W. Ricci, P.A.

FRANK W. RICCI*

IMMIGRATION & CUSTOMS ATTORNEY

BETTINA DIETCH
OFFICE ADMINISTRATOR

*MEMBER INDIANA BAR ONLY
PRACTICE LIMITED EXCLUSIVELY
TO IMMIGRATION & CUSTOMS LAW
ALSO ADMITTED:
UNITED STATES SUPREME COURT

U.S. TAX COURT

U.S. COURT OF INTERNATIONAL TRADE

U.S. COURT OF APPEALS
FOR THE FEDERAL CIRCUIT

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SEC.
FILED

SENIOR PARALEGAL
BELLE AHLERING

PARALEGAL STAFF
SUSAN E. CAIRL
MARTINA FLORES
LISA MILAN
KRISTIN PEREZ
ESTI VOLLENGER

OF COUNSEL
DOMINICK D. FARACI

July 19, 1996

Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

500001901865
-07/23/96--01036--018
***367.50 ***122.50

Attn: Division of Corporations

RE: USA International Raceways, Inc., Summer House Motel, Inc.,
and Clearwater Beach Realty Company, Inc.

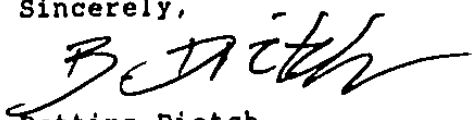
Dear Sir/Madam:

Enclosed please find the Articles of Incorporation together with a
check in the amount of \$367.50 for the above-referenced
Corporations to be filed with your office.

I am also enclosing an extra copy of the Articles for you to stamp
it "filed" and return to me in the enclosed self-addressed stamped
envelope.

If you have any questions, please feel free to contact me.

Sincerely,



Bettina Dietch
Office Administrator

W96-15614

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/bd
enc.

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8-5-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 25, 1996

FRANK W. RICCI, P.A.
4360 NORTHLAKE BLVD.
SUITE 205
PALM BEACH GARDENS, FL 33410

SUBJECT: USA INTERNATIONAL RACEWAYS, INC.
Ref. Number: W96000015614

We have received your document for USA INTERNATIONAL RACEWAYS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 996A00035865

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ARTICLES OF INCORPORATION
OF
USA INTERNATIONAL RACEWAYS, INC.

I, the undersigned, hereby file these Articles of Incorporation for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and for that purpose I hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of this corporation shall be:
USA INTERNATIONAL RACEWAYS, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature, object and purpose is to do and transact all lawful business.

ARTICLE III

CAPITAL STOCK

The capital stock of this Corporation shall be 1000 shares at \$1.00 par value, which shall be designated "Common Shares."

ARTICLE IV

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 of stock.

ARTICLE V

CORPORATE EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be 2706 Alternate 19 N., Key West Center, Palm Harbor, Florida 34683, County of Pinellas, State of Florida, and its mailing address shall be:

2706 ALTERNATE 19 N.
KEY WEST CENTER
PALM HARBOR, FLORIDA 3468310

with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent and the street address of the initial registered office of this Corporation is:

Martin E. Washofsky, E.A., P.A.
4360 Northlake Blvd., Suite 205
Palm Beach Gardens, Florida 33410

ARTICLE VIII

OFFICERS AND DIRECTORS

The names and post office address of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected are:

Don Nelson, President
Ron Harris, Sec/Treas.
2706 Alternate 19 N.
Key West Center
Palm Harbor, Florida 34683

The corporation at all times shall have at least one director. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in the corporation.

ARTICLE IX

INCORPORATORS

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

Martin E. Washofsky, E.A., P.A.
4360 Northlake Blvd.
Suite 205
Palm Beach Gardens, Florida 33410

ARTICLE X

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and shareholders.

ARTICLE XI

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 prorata share thereof (as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE XII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this 29 day of July, 1996.

In the presence of:

Bettina Dietch
Maria Davila

M E R
MARTIN E. WASHOFSKY, E.A., P.A.
PRESIDENT

STATE OF FLORIDA
COUNTY OF PINELLAS:

BEFORE ME, the undersigned Notary Public, duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared Martin E. Washofsky who is personally known by me and who in my presence executed the foregoing instrument and who under oath acknowledged to me and before me that she executed same.

WITNESS my hand and official seal in the County and State last aforesaid this 29 day of July, 1996.

Bettina Dietch
Notary Public

State of Florida at Large
My commission expires:



FILED
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SEC.
CLERK

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

Martin E. Washofsky, E.A., P.A.

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

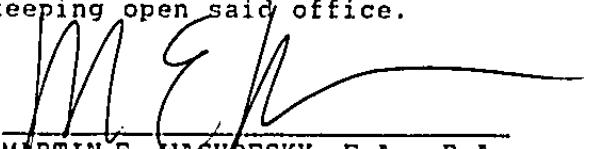
First, that USA INTERNATIONAL RACEWAYS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 2706 Alternate 19 N., Key West Center, Palm Harbor, Florida 34683, County of Pinellas, State of Florida, has named:

Martin E. Washofsky, E.A., P.A., President
4360 Northlake Blvd., Suite 205
Palm Beach Gardens, Florida 33410

as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of 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.


MARTIN E. WASHOFSKY, E.A., P.A.
PRESIDENT