

P96000073242

Todd Watson  
Requestor's Name  
7785 Gwynedd Way, Suite 107  
Address  
Jacksonville, FL 32256 904-737-9777  
City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Motorsports Direct Company, Inc.  
(Corporation Name)

(Document #)

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<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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**ARTICLES OF INCORPORATION**  
**OF**  
**MOTORSPORTS DIECAST COMPANY, INC.**

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The Undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE 1.0 NAME AND ADDRESS**

The name of the Corporation is: Motorsports Diecast Company, Inc.. The principal office and mailing address is 3798 Old Jennings Road, Middleburg, Florida, 32068.

**ARTICLE 2.0 DURATION**

The duration of the Corporation is perpetual.

**ARTICLE 3.0 PURPOSE**

The general purpose for which the Corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

**ARTICLE 4.0 CAPITAL STOCK**

4.1 **Authorized Shares.** The total number of shares that may be issued by the Corporation is Fifteen Million (15,000,000) which shall be allocated between the following two designated classes:

4.1.1 **Common Stock.** Ten Million (10,000,000) of the shares that may be issued by the Corporation shall be common stock and shall have a par value of .01/100 per share. The common stock shall have unlimited voting rights and shall receive the net assets of the Corporation upon dissolution after the payment of any required preferred distributions or dividends that have not been made with respect to any of the Corporations issued and outstanding preferred stock.

4.1.2 Preferred Stock. Five Million (5,000,000) of the shares that may be issued by the Corporation shall be preferred stock and shall have a par value of .01/100 per share. The preferred stock shall have limited voting rights which shall be exercisable only in the event that any required preferred distributions or dividends are not made with respect to such stock. Upon dissolution, whether voluntary or involuntary, the holders of preferred stock shall be entitled to preference in the distribution of the remaining assets of the Corporation.

4.2 Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. Each share of preferred stock shall have limited voting rights which shall be exercisable only in the event that any required preferred distributions or dividends are not made with respect to such stock in which event each share of preferred stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

4.3 Preemptive Rights. Shareholders shall have no preemptive rights.

4.4 Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

#### **ARTICLE 5.0 INITIAL REGISTERED OFFICE AND AGENT**

The street and mailing address of the initial registered office of the Corporation is 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256, and the name of the initial registered agent at that address is Todd Watson, Attorney at Law.

#### **ARTICLE 6.0 DIRECTORS**

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

Rick Loftis, CPA  
1700 Wells Road, Suite 25  
Orange Park, Florida, 32073

B. Stan Gill  
4101 Saddlehorn Trail  
Middleburg, Florida, 32068

**ARTICLE 7.0 THE NAME AND ADDRESS OF EACH INCORPORATOR**

The names and addresses of the Incorporator is as follows:

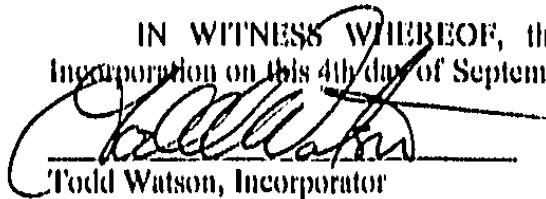
Todd Watson, Attorney at Law  
7785 Baymeadows Way, Suite 107  
Jacksonville, Florida 32256

**ARTICLE 8.0 AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

**THIS SPACE INTENTIONALLY LEFT BLANK**

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 4th day of September, 1996.

  
Todd Watson, Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 4th day of September, 1996, by Todd Watson, of Motorsports Diecast Company, Inc., a Florida Corporation, on behalf of the Corporation. He is personally known to me or has produced personally known as identification.



Signature of Notary Public

Shannon K. Lueders

Printed Name of Notary

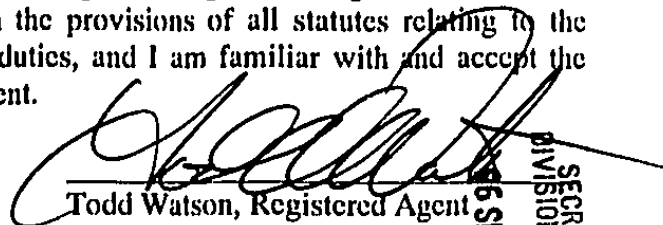
Notary's Seal:



SHANNON K LUEDERS  
My Commission CG888373  
Expires Jun, 04, 2000

**ACCEPTANCE BY DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Todd Watson, Registered Agent

Date: September 4th, 1996

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Professional Tax & Financial Planning

**RICK M. LOFTIS CPA PA**

**CERTIFIED PUBLIC ACCOUNTANT**

1700 Wella Road • Suite 25 • Orange Park, Florida 32073

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

November 18, 1996

RICK M. LOFTIS CPA PA  
1700 WEILS ROAD  
SUITE 25  
ORANGE PARK, FL 32073

**SUBJECT: MOTORSPORTS DIECAST COMPANY, INC.**  
Ref. Number: P96000073242

RECEIVED  
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DIVISION OF CORPORATIONS

We have received your document for **MOTORSPORTS DIECAST COMPANY, INC.** and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document you submitted has been prepared pursuant to nonprofit statutes (chapter 617, Florida Statutes). As the entity was originally filed as a corporation for profit, this document should be filed pursuant to chapter 607, Florida Statutes. Enclosed is the correct form.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6905.

**Thelma Lewis**  
**Corporate Specialist Supervisor**

**Letter Number: 796A00052344**



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**RESTATEMENT OF THE**  
**ARTICLES OF INCORPORATION OF**  
**MOTORSPORTS DIECAST COMPANY, INC.**

The Undersigned President of the Corporation and member of the Board of Directors pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Restatement of the Articles of Incorporation of Motorsports Diecast Company, Inc.

**ARTICLE 1.0 NAME AND ADDRESS**

The name of the Corporation is: Motorsports Diecast Company, Inc.. The principal office and mailing address is 3798 Old Jennings Road, Middleburg, Florida, 32068.

**ARTICLE 2.0 DURATION**

The duration of the Corporation is perpetual.

**ARTICLE 3.0 PURPOSE**

The general purpose for which the Corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

**ARTICLE 4.0 CAPITAL STOCK**

The aggregate number of shares which the corporation is authorized to issue is Fifteen Million (15,000,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$.01/100 per share.

### **ARTICLE 5.0 REGISTERED OFFICE AND AGENT**

The street and mailing address of the registered office of the Corporation is 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256, and the name of the registered agent at that address is Todd Watson, Attorney at Law.

### **ARTICLE 6.0 DIRECTORS**

The number of Directors constituting the Board of Directors is six (6). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The names and addresses of the Directors of the Corporation are as follows:

Bruce S. Gill  
4101 Saddlechorne Trail  
Middleburg, FL 32068

Stanley Entsminger  
4332 Buckpoint Road  
Jacksonville, FL 32210

Alan Eubanks  
8838 Rockpond Meadows Dr.  
Jacksonville, FL 32221

Daniel Hollister  
3291 Doctors Lake Drive  
Orange Park, FL 32065

Rick M. Loftis  
1706 Wells Road, Suite 25  
Orange Park, Florida, 32073

David Muyres  
2412 Stockton Drive  
Green Cove Springs, FL 32043

### **ARTICLE 7.0 NAME AND ADDRESS OF INCORPORATOR**

The name and address of the Incorporator is as follows:

Todd Watson, Attorney at Law  
7785 Baymeadows Way, Suite 107  
Jacksonville, Florida 32256

### **ARTICLE 8.0 AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation. This restatement was adopted by the Board of Directors and does not contain any amendment requiring shareholder approval.

### CERTIFICATE OF EXECUTION

IN WITNESS WHEREOF, the undersigned, as the President and a member of the Board of Directors of Motorsports Diecast Company, Inc. hereby certifies that this Restatement of the Articles of Incorporation of Motorsports Diecast Company, Inc. was adopted by the Board of Directors of Motorsports Diecast Company, Inc. on the 7th day of November, 1996, and further certifies that the Restatement of the Articles of Incorporation of Motorsports Diecast Company, Inc. does not contain any amendment requiring Shareholder approval.

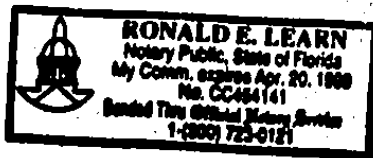
Bruce S. Gill

Bruce S. Gill, President of the Corporation and  
Member of the Board of Directors

STATE OF FLORIDA  
COUNTY OF DUVAL

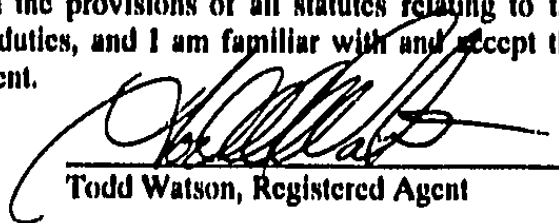
The foregoing instrument was acknowledged before me this 26<sup>TH</sup> day of Nov., 1996, by Bruce S. Gill of Motorsports Diecast Company, Inc., a Florida Corporation on behalf of the Corporation. He is personally known to me or has produced PERSONALLY KNOWN as identification.

Ronald E. Learn  
Notary Public, State of Florida  
RONALD E. LEARN  
Printed Name of Notary  
Notary's Seal:



**ACCEPTANCE BY DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Todd Watson, Registered Agent

Date: 11-25-96