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DAVID R. PAZ, JR

13721 S.W. 140 Cr. Ln., Suite 2
Miami, FL 33180

Office Use Only

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

1. ZIM Motorsports, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
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NEW FILINGS	
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<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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STATE
TALLAHASSEE, FLORIDA

SEP - 9
PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP - 9 PM 2:01

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9/11

ARTICLES OF INCORPORATION

OE

Z & M MOTORSPORTS, Inc.

ARTICLE I - NAME

The name of this corporation is Z & M MOTORSPORTS, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation shall be any and all activities permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00.

ARTICLE V - 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 VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 13721 SOUTHWEST 149th CIRCLE LANE, SUITE 2, MIAMI, FLORIDA 33186 and the name of the initial registered agent of this corporation is DAVID R. PAZ, JR.

ARTICLE VIII - DIRECTORS' RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

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TALLAHASSEE, FLORIDA

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ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The name and address of the initial directors of this corporation who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

B. Mitch Masten
13743 Southwest 147th Circle Lane #1
Miami, Florida 33186

Zachary B. Sutton
2501 Northwest 59th Street
Boca Raton, Florida 33496

The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than TWO (2).

ARTICLE X - INCORPORATOR

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

DAVID R. PAZ, JR.
13721 Southwest 149th Circle Lane
Suite 2
Miami, Florida 33186

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount opposite his/her name:

B. Mitch Masten	= 500 SHARES
Zachary Sutton	= 500 SHARES

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XIII - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than \$1,000.00

ARTICLE XIV - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVI - REMOVAL OF DIRECTORS

The shareholders of this corporation shall be entitled to remove any director from office during his term by an affirmative vote of a majority of the shareholders.

ARTICLE XVII - LIMITATION ON POWERS OF COMMITTEE

In addition to other limitations imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

ARTICLE XVIII - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

ARTICLE XIX - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in a special meeting of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XX - REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the articles of incorporation.

ARTICLE XXI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XXII - SUBCHAPTER "S" AND 1244 STOCK

It is the intention of the undersigned incorporator to consent to the election under Internal Revenue Code, Section 1372 (a) and to be treated as a "Small Business Corporation" and the Plan to Issue 1244 Stock in connection therewith shall be set forth in the By-Laws of this corporation.

ARTICLE XXIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. No waiver, modification or discharge of these articles of Incorporation shall be valid unless in writing and signed by the Board of Directors.

ARTICLE XXIV - SEVERABILITY

If any part, section, phrase or term of these articles of incorporation be deemed invalid, by operation of law or otherwise, it is the intention of the incorporator that the remaining articles stand and continue in effect, to carry out the intent and purposes of the incorporator, to the extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned subscribed has executed these articles of Incorporation, this 23 day of August, 1996.

By: David R. Paz, Jr.
DAVID R. PAZ, JR.

STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE NAMING OFFICERS UPON WHOM PROCESS MAY BE
SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted, in compliance with Chapter 48.091 Florida Statutes:

Z & M MOTORSPORTS, Inc.

a corporation organized (or organizing) under the laws of the State of Florida with its principal
office at 349 GREGO AVENUE, CORAL GABLES, FLORIDA 33146
has named DAVID R. PAZ, JR.
located at 13721 SOUTHWEST 149th CIRCLE LANE, SUITE 2, MIAMI, FLORIDA 33186
as its agent to accept service of process within this state.

OFFICERS

NAME	TITLE	SPECIFIC ADDRESS
B. Mitch Masten	President	13743 Southwest 147th Circle Lane Suite #1 Miami, Florida 33186
Zachary B. Sutton	Vice President/ Secretary	2501 Northwest 59th Street Boca Raton, Florida 33496

DIRECTORS

NAME	TITLE	SPECIFIC ADDRESS
B. Mitch Masten	Director	13743 Southwest 147th Circle Lane Suite #1 Miami, Florida 33186
Zachary B. Sutton	Director	2501 Northwest 59th Street Boca Raton, Florida 33496

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process to keep an office open during
prescribed hours; to post my name (and any other officers of said corporation authorized to accept
service of process at the above Florida designated address) in some conspicuous place in office as
required by Law.

Filing Fee:

\$70.00

By:

DAVID R. PAZ, JR.


STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and in the county set forth above, personally appeared

DAVID R. PAZ, JR.

known to me and known by me to be the person who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 23rd day of AUGUST, 1996.



Notary Public, State of Florida

My Commission Expires:

(Check one of the boxes below.)



MARTHA C. ROBERTS
My Comm Exp. 2/12/00
Bonded By Service Ins
No. CC531810

☒ Personally Known ☐ Produced Identification

☒ Personally Known

☐ Produced Identification

Type of Identification Produced

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