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FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.

ACCT#: 076030000723

CONTACT: BEVERLY O RIEDY

PHONE: (305) 372-5000

FAX #: (305) 372-0052

NAME: RACEFAN, INC.

AUDIT NUMBER.....H96000013351

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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TALLAHASSEE, FLORIDA

896A - 43989

FAX: 1196-13351

**ARTICLES OF INCORPORATION OF
RACEFAN, INC.****ARTICLE I
NAME**

The name of the Corporation is RACEFAN, INC.

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: 970 N.E. 13th AVENUE, HOMESTEAD, FLORIDA 33033.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 per value common stock, which shall be designated "Common Shares."

Keith J. Blum, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 879185

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**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Initial Registered Office of this Corporation is 1428 Brickell Avenue, 6th Floor, Miami, Florida 33131, and the name of the Initial Registered Agent of this Corporation at that address is BRUCE A. WEIL, ESQ.

**ARTICLE VII
INCORPORATOR**

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

Name

Address

KEITH J. BLUM, ESQ.

1428 BRICKELL AVENUE, 6TH FLOOR
MIAMI, FLORIDA 33131

**ARTICLE VIII
POWERS**

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

**ARTICLE IX
AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

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**ARTICLE X
OFFICERS**

The following shall be the officers of the Corporation:

President/Secretary	-	JAMES FAUROT 970 N.E. 13 th Avenue Homestead, FL 33033
Vice-President/Treasurer	-	STEVE MERMELL 970 N.E. 13 th Avenue Homestead, FL 33033

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of SEPTEMBER, 1996.



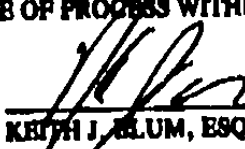
KEITH BLUM, ESQ.

PA#: H96-13351

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0301 AND 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT RACEFAN, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF
THE STATE OF FLORIDA, HAS NAMED BRUCE A. WEIL, ESQ., LOCATED AT 1428
BRICKELL AVENUE, 6TH FLOOR, MIAMI, DADE COUNTY, FLORIDA, 33131, ITS
REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

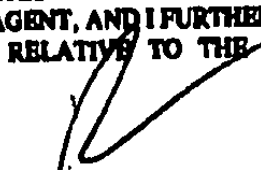


KEITH J. ALUM, ESQ.Incorporator

TITLE09/24/96

DATE

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 THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.



BRUCE A. WEIL, ESQ.

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TALLAHASSEE, FLORIDA