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LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 136280 11931A

AUTHORIZATION :

COST LIMIT : \$ 70 *Rotucia Payne*

ORDER DATE : October 29, 1996

ORDER TIME : 11:50 AM

ORDER NO. : 136280-005

CUSTOMER NO: 11931A

500001989575--9

CUSTOMER: Steven M. Selz, Esq
SELZ & MUVDI SELZ, P.A.

8th Floor-west Tower
777 South Flagler Drive
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: DAVIES MOTORSPORTS, INC,

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kellie K Beumer

EXAMINER'S INITIALS:

FILED
95 OCT 29 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FL

nk
10.30.96

FILED
JAN 13 1957
SECRET

ARTICLES OF INCORPORATION
OF
DAVIES MOTORSPORTS, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and principal place of business of this Corporation shall be: Davies Motorsports, Inc., 432 South Beach Road, Hobe Sound, Florida 33455. The mailing address of this Corporation shall be: 432 South Beach Road, Hobe Sound, Florida 33455.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation shall be 432 South Beach Road, Hobe Sound, Florida 33455, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Ed M. Davies.

ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

ARTICLE VII

The name and address of the initial director of the Corporation, who shall hold office for the first year or until his successors is duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Ed M. Davies	432 South Beach Road, Hobe Sound, Florida 33455

ARTICLE VIII

The name and address of the incorporator is: Ed M. Davies,
432 South Beach Road, Hobe Sound, Florida 33455.

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.


ARTICLE X

The private property of the stockholders shall not be subject to payment of the Corporate debts to any extent.

ARTICLE XI

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 23 day of October, 1996.


Ed M. Davies

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Davies Motoreports, Inc.
2. The name and address of the registered agent and office is:

Ed M. Davies

432 South Beach Road

Hobe Sound, Florida 33455

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.


Signature-Ed M. Davies

10/25/56
Date

FILED
95 OCT 23 AM 9:51
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