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COVER LETTER

FOR

ARTICLES OF INCORPORATION for CALDWELL MOTOR SPORTS, INC.

JAMES R. WOLDSETH  
9750 SEMINOLE BLVD.  
SEMINOLE, FLORIDA 33772

NOV. 6, 1996

HONORABLE SANDRA MORTHAM  
SECRETARY OF STATE  
STATE OF FLORIDA

900002017539--5  
-12/03/96--01046--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DEAR MRS. MORTHAM:

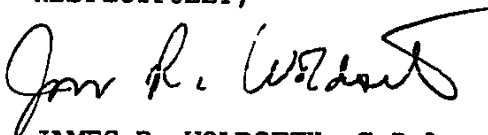
ENCLOSED YOU WILL FIND THE ARTICLES OF INCORPORATION FOR  
CALDWELL MOTOR SPORTS, INC. IN ADDITION, YOU WILL FIND  
A CHECK FOR \$70.00 (SEVENTY DOLLARS) TO COVER FILING FEES.

THE RETURN ADDRESS FOR ACKNOWLEDGEMENT OF ACCEPTANCE OF  
THESE ARTICLES IS AT THE OFFICE OF THE INCORPORATOR:

JAMES R. WOLDSETH, C.P.A.  
9750 SEMINOLE BLVD.  
(813) 397-4135

IF THERE ARE ANY QUESTIONS, ADDITIONAL INFORMATION, OR  
REQUIREMENTS NEEDED FOR FILING, PLEASE CONTACT JAMES R.  
WOLDSETH.

RESPECTFULLY,



JAMES R. WOLDSETH, C.P.A.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ag 12/5/96

ARTICLES OF INCORPORATION  
OF  
CALDWELL MOTOR SPORTS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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I, the undersigned, acting as the Incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is Caldwell Motor Sports, Inc. The principle location of the corporation is 10380 42nd St. N., Clearwater, FL 34622.

ARTICLE II. DURATION

The duration of the corporation shall be perpetual, and its corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

The purposes for which this corporation is formed are to engage in any lawful act or activity of business for which corporations may be incorporated pursuant to law.

ARTICLE IV. SHARES

The aggregate number of shares which the corporation shall have authority to issue is 100 nonassessable, have a par value of \$1.00 (one-dollar) per share.

Without derogation to any other power to purchase shares of the corporation as permitted by law, the corporation, by action of the Board of Directors may purchase or redeem outstanding shares as permitted by its bylaws or agreement entered into by its shareholders.

ARTICLE V. REGISTERED OFFICE

The Registered Office of the corporation shall be: 10380 42nd St. N., Clearwater, FL 34622.

ARTICLE VI. APPOINTMENT OF REGISTERED AGENT

APPOINTMENT: Kimberly Caldwell, 10380 42nd St. N., Clearwater, Florida 34622, is hereby appointed as the Registered Agent at the Registered Office of the corporation.

ACCEPTANCE: I hereby accept my appointment as the Registered Agent of Caldwell Motor Sports, Inc. on whom process and other notice may be served. I am familiar with and accept the obligations provided for in Florida Stat. Ann. Sec. 607.325.

Date: \_\_\_\_\_

11-6-96

*Kimberly Caldwell*

Kimberly Caldwell  
10380 42nd St. N.  
Clearwater, FL 34622

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of Directors composing the Initial Board of Directors is (2). The names and addresses of the members of the Initial Board of Directors are:

Noell Caldwell- President & Treasurer  
10380 42nd St. N.  
Clearwater, Florida 34622

Kimberly Caldwell - Vice President & Secretary  
10380 42nd St. N.  
Clearwater, Florida 34622

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator is James R. Woldseth, 9750 Seminole Blvd., Seminole, Florida 33772.

*James R. Woldseth*  
James R. Woldseth  
Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

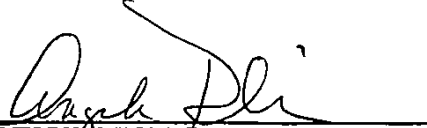
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ACKNOWLEDGEMENT

COUNTY OF PINELLAS }

STATE OF FLORIDA }

Before me, a Notary Public in and for the County and State aforesaid, personally appeared James R. Woldseth, Incorporator of Caldwell Motor Sports, Inc., who acknowledged that he signed the foregoing Articles of Incorporation his free act and deed on this 6 day of November, 1996.

  
NOTARY PUBLIC

My commission expires:



Angela Perkins  
MY COMMISSION # CC588400 EXPIRES  
November 29, 2000  
BONDED THROUGH TROY FAIR INSURANCE, INC.