

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____ DATE _____

FILED RECEIVED
 96 DEC -5 PM 4:14
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

EFFECTIVE DATE
 12-6-96

AL DEC - 5 1996

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY *Yen* _____

WALK-IN Will Pick Up *12/5 4:00*

RE: *A & J Motorsports, Inc.* No. 53596

	C.C. FEE.	DISBURSED
Capital Express™	_____	_____
Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
Foreign Corp. File	_____	_____
() Cert. Copy(s)	_____	_____
Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S-	_____	_____
Fictitious Name File	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	9000002021529--0	_____
	-12/06/96--01006--021	_____
Corporate Kit	****122.50	****122.50
Vehicle Search	_____	_____
Driving Record	_____	_____
Document Retrieval	_____	_____
UCC 1 or 3 File	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s, Copies	_____	_____
Courier Service	_____	_____
Shipping/Handling	_____	_____
Phone ()	_____	_____
Top Priority	_____	_____
Express Mail Prep.	_____	_____
FAX () pgs.	_____	_____
SUBTOTALS	_____	_____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED

96 DEC -5 PM 4:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

EFFECTIVE DATE
12-6-96

OF

A & J MOTORSPORTS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME & PLACE

The name of the corporation shall be A & J MOTORSPORTS, INC. The address of the principal office of this corporation shall be 1309 S. Collins Street, Plant City, Florida 33566, and the mailing address shall be the same.

ARTICLE II - EFFECTIVE DATE

The incorporation of this corporation shall become effective on December 6, 1996.

ARTICLE III - PURPOSE

The purpose of this corporation shall be for retail sales and for any other legally permissible business activities.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock, in one class only, each with no par value.

ARTICLE V-REGISTERED OFFICE AN AGENT

The street address of the registered office of this corporation is 201 Dort Street, Suite B, Plant City, Florida 33566. The registered agent of this corporation at that address is D. HOWARD STITZEL III.

ARTICLE VI-INITIAL DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by amendment of the bylaws of the corporation, but it

shall never be less than two (2). The addresses of the members of the initial Board of Directors and their names are as follows:

GEORGE J. BRYANT
3341 Silvermoon Drive
Plant City, FL 33567

CHRISTINE A. GRIDLEY
3329 Silvermoon Drive
Plant City, FL 33567

ARTICLE VII- INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is D. HOWARD STITZEL III, 201 Dort Street, Suite B, Plant City, Florida 33566.

IN WITNESS WHEREOF, the undersigned has hereto set his hand on the date first written below.

Date: 12/3/96


Incorporator, D. HOWARD STITZEL III, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Charter 48.091, Florida Statutes, the following is submitted:

That A & J MOTORSPORTS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Plant City, County of Hillsborough, State of Florida, has named D. HOWARD STITZEL III, located at 201 Dort Street, Suite B, Plant City, Florida 33566, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept the designation to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Date: 12/3/96

By D. Howard Stitzel III
D. HOWARD STITZEL III, Esq.
Resident Agent