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January 23, 1997

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Secretary of State
Corporate Division
P. O. Box 6327
Tallahassee, FL 32314

Re: Ground Zro Racing, Inc.
Our File No. : 2090

Dear Sir:

Please find enclosed Articles of Incorporation for Ground Zro Racing, Inc. for filing with the State. Also enclosed in a check in the amount of \$35.00 for filing fee along with an additional \$35.00 for registered agent.

Thank you for your assistance in this matter.

Very truly yours,

Joseph W. Thomas II

FILED
97 JAN 27 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JWT/bs
enclosure

1/30/97
JP

ARTICLES OF INCORPORATION
OF
GROUND ZERO RACING, INC.

FILED
97 JUN 27 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby associate ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do hereby certify that we have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of the corporation is GROUND ZERO RACING, INC.

ARTICLE II

The general nature of the business to be transacted by said corporation shall be and is as follows:

To promote and participate in motorcycle racing events.

To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, either in this State or throughout the United States, and elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the laws under which this corporation is organized.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred (100) shares of \$1.00 par value.

ARTICLE IV

The amount of capital with which this corporation shall and does hereby begin business shall be, and is, the sum of ONE HUNDRED DOLLARS (\$100.00) Dollars.

ARTICLE V

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

The principal office of this corporation shall be and is located at 118 Bonita, Debary, Florida 32713, with the privilege of having branch offices at other places.

ARTICLE VII

The number of directors of this corporation shall be four (4).

ARTICLE VIII

The name and post office address of the first Board of Directors who are subject to the provisions of this Certificate of Incorporation, the By-laws of this Corporation and the Laws of the State of Florida, shall hold office for the first year elected and have qualified, is as follows:

Keith Byrnes 118 Bonita Debary, FL 32713	President
John A. Marinelli 253 Linda Vista Street Debary, FL 32713	Vice-President
Ann Byrnes 118 Bonita Debary, FL 32713	Secretary
Bonny Marinelli 253 Linda Vista Street Debary, FL 32713	Treasurer

ARTICLE IX

The name and post office address of each subscriber of this Certificate of Incorporation, and a statement of the number of shares of stock which he or she agrees to take is as follows:

Keith Byrnes 118 Bonita Debary, FL 32713	50 shares
John A. Marinelli 253 Linda Vista Street Debary, FL 32713	50 shares

ARTICLE X

The officers of this corporation shall be a president, a vice-president, secretary and treasurer, and such other officers and agents as may be deemed necessary. All officers, agents and factors as may be deemed necessary shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, have hereunto set my hand and seal this 20th day of January, 1997, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida this Certificate of Incorporation, and certify that the facts herein stated are true.

John A. Marinelli (SEAL)
John A. Marinelli

STATE OF FLORIDA
COUNTY OF Dade

Before me this day personally appeared John A. Marinelli to me well known to be the individual described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 20th day of January, 1997.

Sheryl L. Benson
NOTARY PUBLIC

My Commission Expires:

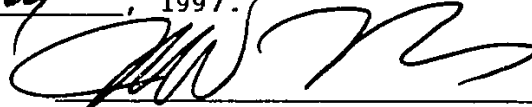
SHERYL L. BENSON
Notary Public, State of Florida
My Comm. Expires Oct. 3, 1997
Comm. No. CC320142

DESIGNATION OF REGISTERED AGENT

STATE OF FLORIDA
OFFICE OF SECRETARY OF STATE

The undersigned, having been designated as Agent for the service of process within the State of Florida, upon Ground Zro Racing, Inc., a corporation, organized under the laws of the State of Florida, does hereby accept the appointment of such Agent for the above-named corporation. The location of the office of said Agent is 135 North Magnolia Avenue, Orlando, FL 32801.

IN WITNESS WHEREOF, the name and seal of the said Registered Agent is hereunto affixed at ORLANDO, ORANGE County, Florida, this 23 day of JANUARY, 1997.



JOSEPH W. THOMAS II, ESQUIRE
Registered Agent for GROUND ZRO
RACING, INC.

FILED
97 JAN 27 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA