

**GARY WORK
ATTORNEY AT LAW**

1940 St. Mary Avenue
Pensacola, Florida 32501-1034

(904) 433-2203

FAX 432-7027

P97000011336

January 30, 1997

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

400002075754--4
-02/03/97--01036--006
****122.50 ****122.50

Re: Articles of Incorporation of
O'Bryant Racing, Inc.

Dear Sir:

With reference to the proposed captioned corporation,
please find enclosed herewith the following:

(1) The original and one copy of the Articles of
Incorporation.

(2) A check to cover the \$35.00 filing fee, \$35.00
registration fee and \$52.50 for certified copy, for a total of
\$122.50.

Thank you for your assistance.

Very truly yours,

Gary Work
Gary Work

GW/aeb

Enclosures

FILED
FEB -3 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 5 1997 BSB

ARTICLES OF INCORPORATION

OF

O'BRYANT RACING, INC.

FILED

97FEB-3 AM 8:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is O'Bryant Racing, Inc. The principal office of the corporation shall be located at 1200 Ft. Pickens Road, #11B, Pensacola Beach, Florida 32561, but meetings of members and directors may be held at such place within the State of Florida, County of Escambia, as may be designated by the Board of Directors.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE V

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE VI

The street address of the initial registered office of this corporation is 1940 St. Mary Avenue, Pensacola, Florida 32501,

and the name of the initial registered agent of this corporation at that address is Gary Work.

ARTICLE VII

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). Members of the Board of Directors of this corporation need not be residents of the State of Florida or shareholders of the corporation. The names and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jim E. O'Bryant	P. O. Box 1469 Gulf Breeze, FL 32562
Rebecca S. O'Bryant	P. O. Box 1469 Gulf Breeze, FL 32561

ARTICLE VIII

The name and address of the incorporator Gary Work, 1940 St. Mary Avenue, Pensacola, Florida 32501-1034.

ARTICLE IX

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation. The proposed amendment shall be adopted upon receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

ARTICLE X

The effective date of the corporation shall be as of the filing with the Secretary of State and the acceptance by the Secretary.

IN WITNESS WHEREOF, the undersigned has made and
subscribed these Articles of Incorporation, at Pensacola, Florida,
on the 28th day of January, 1997.

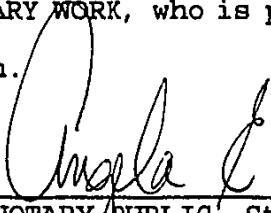


GARY WORK

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this
28th day of January, 1997, by GARY WORK, who is personally known by
me and who did not take an oath.



NOTARY PUBLIC, State of Florida



ANGELA E BONDS
My Commission CC319038
Expires Oct. 30, 1997
Bonded by ANB
800-852-5878

CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: That O'Bryant Racing, Inc., desiring to organize
or qualify under the laws of the State of Florida, with its
principal place of business at 1200 Ft. Pickens Road, #11B,
Pensacola Beach, FL 32561 has named Gary Work located at 1940 St.
Mary Avenue, Pensacola, Florida 32501, as its agent to accept
service of process within Florida.

O'BRYANT RACING, INC.

By: Gary Work
GARY WORK, Subscriber

FILED
97 FEB -3 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 this capacity, and I further
agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.

Gary Work
GARY WORK, REGISTERED AGENT

Dated: 1-29-97