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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MCLAREN INTERNET RACING TEAM, INC.

AUDIT NUMBER.....H97000002705

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....4

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby undertakes to form a corporation under the laws of the State of Florida.

ARTICLE 1. NAME. The name of this corporation is McLaren Internet Racing Team, Inc.

ARTICLE 2. DURATION. This corporation is to exist perpetually, commencing at the time of the filing of these Articles of Incorporation.

ARTICLE 3. PURPOSE. This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE 4. CAPITAL STOCK. This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value capital stock.

ARTICLE 5. PRE-EMPTIVE STOCK. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro-rata share of such new stock at the price at which it is offered to others.

ARTICLE 6. INITIAL REGISTERED OFFICE & AGENT. The street address of the initial registered office of this corporation is 15411 SW 77 Circle Lane, #205, Miami, Florida 33193, and the name of the initial registered agent of this corporation is William L. Wells.

ARTICLE 7. INITIAL PRINCIPAL PLACE OF BUSINESS. The street address of the initial principal place of business of this corporation is 15411 SW 77 Circle Lane, #205, Miami, Florida 33193.

ARTICLE 8. INITIAL BOARD OF DIRECTORS. This corporation shall have one (1) director initially. The name and address of the initial director of this corporation is William L. Wells, 15411 SW 77 Circle Lane, #205, Miami, Florida 33193.

ARTICLE 9. SUBSCRIBER. The name and address of the subscriber to these Articles of Incorporation is William L. Wells, 15411 SW 77 Circle Lane, #205, Miami, Florida 33193.

ARTICLE 10. INDEMNIFICATION. This corporation shall indemnify any officer or director or any former officer or director, to the full extent as permitted by law.

ARTICLE 11. AMENDMENT. This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, or amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14 day of FEBRUARY, 1997.

This instrument prepared by:
Mark S. Kimmel, Esq.
6701 Sunset Drive, #105
Miami, Florida 33143
305-661-6400
FL Bar No.: 273201


WILLIAM L. WELLS

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STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared William L. Wells, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 14 day of February, 1997.

Mark S. Kuzel
NOTARY PUBLIC STATE OF FLORIDA



MARK S. KUZEL
MY COMMISSION & CERTIFICATE EXPIRES
April 6, 1997
BRUNNEN TERRY TRACY FARM INSURANCE, INC.

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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 McLaren Internet Racing Team, Inc. is desirous to organize under the Laws of the State of Florida, with its principal place of business at Miami, Florida has named William L. Wells, located at 15411 SW 77 Circle Lane, #205, Miami, Florida 33193 as its agent to accept service of process within Florida.

By: *W. L. Wells*
Date: 14 FEBRUARY 1997

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.

By: *W. L. Wells*
Date: 14 FEBRUARY 1997

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