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PRUITT & PRUITT, P.A.

ATTORNEYS AND COUNSELLORS AT LAW

SUITE 400 FLAGLER TOWER

505 SOUTH FLAGLER DRIVE

WEST PALM BEACH, FLORIDA 33401

WILLIAM H. PRUITT

WILLIAM E. PRUITT *

* BOARD CERTIFIED CIVIL TRIAL LAWYER

TELEPHONE (561) 655-8080

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February 12, 1997

Secretary of State
The Capitol
Tallahassee, Florida 32304

Re: W. & W. Racing, Inc.

100002088661--9

-02/17/97--01011--012

****122.50 ****122.50

Gentlemen:

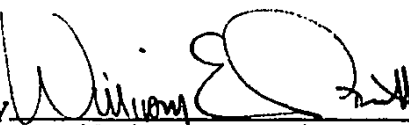
Enclosed herewith please find an original and one copy of the Articles of Incorporation for W. & W. Racing, Inc.

Also, enclosed please find our trust account check no. 1844 in the amount of \$122.50 to cover the cost of charter, filing registered agent fee and one (1) certified copy.

We trust you will find the enclosed documents in order and your assistance in this matter is greatly appreciated.

Sincerely,

PRUITT & PRUITT, P.A.

By 
William E. Pruitt

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WEP/cs
Enclosures

2/19/97
TD

ARTICLES OF INCORPORATION
OF

W. & W. RACING, INC.

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

ARTICLE I - NAME

The name of this corporation is W. & W. Racing, Inc.

ARTICLE II - TERM OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The general purposes for which the corporation is organized is:

To engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITOL STOCK

1. The corporation is authorized to issue only one class of stock, and all issued stock shall be held record by not more than ten persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

2. The aggregate number of shares which the corporation is authorized to issue is One Hundred (100). Such shares shall be of a single class, and shall have a par value of One (\$1.00) Dollar per share.

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TALLAHASSEE, FLORIDA

3. No preferences, limitations or relative rights, other than those provided by law, shall exist in respect of any of the shares of the corporation or any of the holders thereof.

ARTICLE V - SUBCHAPTER S CORPORATION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will elect to be taxed as a Subchapter S corporation.

ARTICLE VI - REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the corporation is 1664 Flagler Manor Circle, West Palm Beach, Florida 33411, and the name of its initial registered agent at such address is JIMMY WALKER.

The street address and mailing address for the corporation's principal office is 1664 Flagler Manor Circle, West Palm Beach, Florida 33411.

ARTICLE VII - INCORPORATORS

PRESIDENT: Jimmy Walker
1664 Flagler Manor Circle
West Palm Beach, Florida 33411

SECRETARY: Frankie Walker
1664 Flagler Manor Circle
West Palm Beach, Florida 33411

TREASURER: Jimmy Walker
1664 Flagler Manor Circle
West Palm Beach, Florida 33411

IN WITNESS WHEREOF, I, the undersigned incorporator and Registered Agent of this corporation, am familiar with and accept the duties and responsibilities as Registered Agent for said corporation, and I have executed these Articles of Incorporation at

West Palm Beach, Palm Beach County, Florida, this 21 day of
November, 1996.

STATE OF FLORIDA
COUNTY OF PALM BEACH


JIMMY WALKER

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments personally appeared JIMMY WALKER, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation and that he subscribed to those Articles of Incorporation.

The foregoing instrument was acknowledged before me this 21st day of November, 1996 by JIMMY WALKER, who is personally known to me ~~or who has produced~~ _____ as identification.


Notary Signature

CHERYL L. STEWART
Printed Notary Name

CC572526
Commission No.



Cheryl L. Stewart
MY COMMISSION # CC572526 EXPIRES
October 9, 2000
CONDED THROUGH TROY FAIR INSURANCE, INC.

walker.art