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((H97000004964 7))

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: FISHER MOTORSPORTS AND SALES, INC.

AUDIT NUMBER.....H97000004964

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

CERT. OF STATUS..0

PAGES..... 6

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

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FISHER MOTORSPORTS AND SALES, INC.

FILED
97 MAR 25 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Fisher Motorsports and Sales, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This maximum number of shares which the Corporation shall have the authority to issue is Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

Michele J. Hodkin, P.A.
Michele J. Hodkin, Esquire
1903 S. Congress Avenue, Suite 310
Boynton Beach, FL 33426
Bar No.: 974455 (

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Articles Of Incorporation Of Fisher Motorsports and Sales, Inc.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Articles of Incorporation of Fisher Motorsports and Sales, Inc.

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Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Fred Fisher, 1865 SW 4th Avenue, Delray Beach,
Florida 33444.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office is 1865 SW 4th Avenue, Delray Beach, Florida 33444.

The address of this corporation's initial registered office shall be: 1903 S. Congress Avenue, Suite 310, Boynton Beach, Florida 33426.

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Articles Of Incorporation Of Fisher Motorsports and Sales, Inc.

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The name of the individual who shall serve as this corporation's initial registered agent at that address is: Michele J. Hodkin.

ARTICLE X. INCORPORATOR

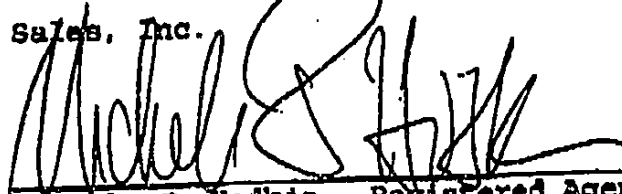
The name and address of the individual who shall serve as this corporation's incorporator is: Fred Fisher, 1865 SW 4th Avenue, Delray Beach, Florida 33444.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Fred Fisher - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Fisher Motorsports and Sales, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Fisher Motorsports and Sales, Inc.


Michele J. Hodkin - Registered Agent

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State Of Florida

County Of Palm Beach County

On March 24, 1997, Fred Fisher, designated above as the individual who shall serve as this corporation's incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation Of Fisher Motorsports and Sales, Inc.

Notary Public

Commission Expiration Date:



TINA MARIE BURTON
Notary Public, State of Florida
Expires 3/1/98
Bonded By Service Inc
No. CC330630
Tallahassee, Florida

FILED
97 MAR 25 PM 11:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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