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Edwin Sandy

PLEASE RETURN ADDRESS TO 113 MALAGA ST
ROYAL PALM BCH FL 33411

THANKS BOBBIE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-7147

Bc 3/31

**ARTICLES OF INCORPORATION
OF**

WINNER CIRCLE MOTORSPORTS BAR & GRILL, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: WINNER CIRCLE MOTORSPORTS BAR & GRILL, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

WINNER CIRCLE MOTORSPORTS BAR & GRILL, INC.
113 Malaga Street
Royal Palm Beach, FL 33411

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 (One thousand) of \$1.00 (One Dollar) per share par value Common Stock, which shall be designated "Common Shares".

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

EDWIN J. SAWDY

113 Malaga Street
Royal Palm Beach, FL 33411

ARTICLE V - TERM OF EXISTENCE

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE VI - PURPOSE

The corporation is organized for the purpose of rendering services to the general public in accordance with the laws of the state of Florida.

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ARTICLE VII - NUMBER OF DIRECTORS

The corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than (1). The Directors namely being:

EDWIN J. SAWDY

PRESIDENT, SECRETARY

LOIS ALEXANDER

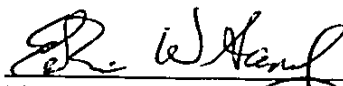
VICE PRESIDENT, TREASURER

ARTICLE VIII - INCORPORATOR

The name and address of the incorporators to these Articles of Incorporation are:

EDWIN J. SAWDY
WINNER CIRCLE MOTORSPORTS BAR & GRILL, INC.
113 Malaga Street
Royal Palm Beach, FL 33411

The undersigned has executed these Articles of Incorporation this 15th day of March, 1997.



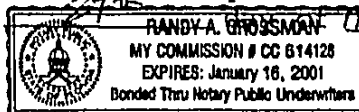
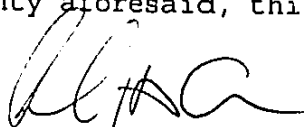
EDWIN J. SAWDY
WINNER CIRCLE MOTORSPORTS BAR & GRILL, INC.

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared EDWIN J. SAWDY who is known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed by hand and seal, in the State and County aforesaid, this 15th day of MARCH, 1997.



(Notary Public, State of Florida at Large)

Notary Seal/My Commission expires: JAN 16, 2001

**CERTIFICATE OF ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFIED OF REGISTERED AGENT
OF**

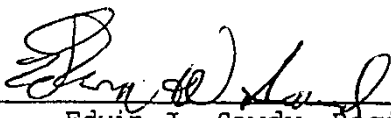
WINNER CIRCLE MOTORSPORTS BAR & GRILL, INC.

Pursuant to Florida Statutes Section 48.091 and 607.034 the following is submitted:

The above corporation desiring to organize under the laws of the State of Florida with it registered office as indicated in the Articles of Incorporation, at 113 Malaga Street, Royal Palm Beach, Florida 33411 has named Edwin J. Sawdy located at the aforesaid address, as its Registered Agent to accept services of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law keeping open said office.



Edwin J. Sawdy, Registered Agent

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TALLAHASSEE, FLORIDA