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FERENCIK LIBANOFF BRANDT AND BUSTAMANTE

ROBERT E. FERENCIK, JR.  
IRA L. LIBANOFF  
ALAN C. (PETER) BRANDT, JR.  
NESTOR BUSTAMANTE, III  
ALEXANDER J. WILLIAMS, JR.  
ADAM C. LINKHORST

PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

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April 29, 1997

Secretary of State  
Division of Corporations  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, Florida 32399

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-05/05/97--01127--010  
\*\*\*\*\*75.00 \*\*\*\*\*75.00

**RE: Articles of Incorporation for ProtoSport Competition Services, Inc.**

Dear Sir or Madam:

Enclosed herewith are an original and one copy of Articles of Incorporation of subject proposed corporation. Please return a stamped copy of the articles to the undersigned. Our check made payable to you in the sum of \$75.00 is also enclosed.

This corporation will commence business upon the issuance of the Certificate of Incorporation. Therefore, we would appreciate your office processing this charter immediately. If for any reason, a charter cannot be issued for the proposed corporation, please contact the undersigned immediately.

Very truly yours,

Alexander J. Williams, Jr.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION**

OF

***ProtoSport Competition Services, Inc.***

**ARTICLE I**

**CORPORATE NAME**

The name and mailing address of this Corporation shall be:

*ProtoSport Competition Services, Inc.  
1600 Cypress Drive  
Unit 3  
Jupiter, Florida 33469*

**ARTICLE II**

**NATURE OF CORPORATE BUSINESS**

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

This Corporation is authorized to issue a maximum of 10,000 shares of stock. The shares of stock authorized shall be common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV**

**INITIAL REGISTERED AGENT AND DESIGNATION OF REGISTERED AGENT**

The Corporation's initial registered agent and office for the purpose of complying with Florida law shall be:

*David V. Russell, Sr.*

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97 MAY -5 AM 9:32

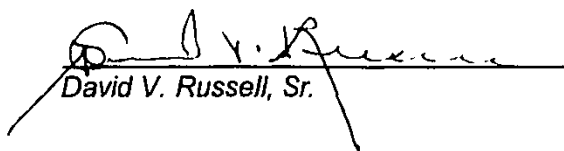
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97 MAY -5 AM 9:32

and the registered post office address is:

1836 N.E. 54<sup>th</sup> Street, Fort Lauderdale, Florida 33308

to accept service of process within the State.

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION

  
David V. Russell, Sr.

#### ARTICLE V

#### INCORPORATORS

The name and post office address of each Incorporator executing these Articles of Incorporation is as follows:

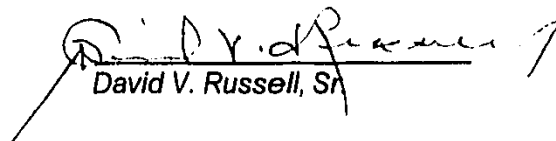
David V. Russell, Sr.  
1836 N.E. 54<sup>th</sup> Street  
Fort Lauderdale, Florida 33308

#### ARTICLE VI

#### COMMENCEMENT

Corporate existence will commence upon issuance of the Certificate of Incorporation.

THE UNDERSIGNED INCORPORATORS, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring that the facts herein stated are true.

  
David V. Russell, Sr.