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LANCE C. BOYER, DPL, DLI
FLORIDA LEGAL ASST. SVCS.
POST OFFICE BOX 1502
ORMOND BEACH, FL 32175-1502

May 12, 1996

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, FL 32314

SUBJECT: ARTICLES OF INCORPORATION FOR BLACK CAT 13, INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$122.50 for the filing fee, designation of registered agent and certified copy.

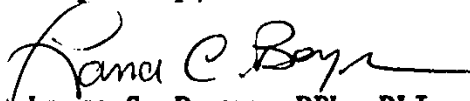
Also enclosed is a prepaid preaddressed envelope for the return of the certified copy of said articles to:

Alfred Leoffler
Black Cat 13, Inc.,
d/b/a Oyster Bay
500 E. International Speedway Blvd.
Daytona Beach, FL 32118
(904)239-0032

600002178976--7
-05/14/97--01116--001
****122.50 ****122.50

Thank you in advance for your cooperation in this matter and if you have any questions regarding this, please do not hesitate to contact Mr. Leoffler at the number listed herein.

Very truly,


Lance C. Boyer, DPL, DLI
Florida Legal Asst. Svcs.

MAY 16

BSB

cc: A. Leoffler
File

Enclosure(s): as stated

LCB/mdb

FILED
97 MAY 14 PM 1:15
TALLAHASSEE, FLORIDA

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97 MAY 14 PM 1:15

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

BLACK CAT 13, 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:

BLACK CAT 13, INC.

ARTICLE II: PRINCIPAL OFFICE

The address of the principal office of this corporation, and the mailing address of the corporation shall be

500 EAST INTERNATIONAL SPEEDWAY BOULEVARD,
DAYTONA BEACH, FLORIDA 32118.

ARTICLE III: NATURE OF BUSINESS

This corporation may engage in or transact 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: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time shall be one hundred (100) shares of common voting stock having a par value of Ten Dollars (\$10.00) per share.

ARTICLE V: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

LISA ANDERSON LEOFFLER
104 HERITAGE CIRCLE, ORMOND BEACH, FLORIDA 32174

ARTICLES OF INCORPORATION
PAGE 2 OF 2

ARTICLE VI: OFFICERS AND DIRECTORS

The name and street address of the initial officer and director who shall hold office the first year of the corporation's existence or until their successor(s) are elected, are:

ALFRED F. LEOFFLER, DIRECTOR/PRESIDENT
104 HERITAGE CIRCLE, ORMOND BEACH, FLORIDA 32118

ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

ALFRED F. LEOFFLER
104 HERITAGE CIRCLE, ORMOND BEACH, FLORIDA 32118

ARTICLE VI: TERM OF EXISTENCE

This corporation is to exist perpetually. The date and time of commencement of the corporate existence shall be the time these Articles of Incorporation are subscribed and acknowledged if filing with the Department of State of the State of Florida within five (5) days after such date, or, if not so filed within five (5) days, the date and time of such filing with the Department of State.

IN WITNESS WHEREOF, The undersigned incorporator has executed these Articles of Incorporation this 12th day of May, 1997.



ALFRED F. LEOFFLER, INCORPORATOR

STATE OF FLORIDA
COUNTY OF VOLUSIA:

The foregoing instrument was acknowledged and sworn to before me this 12th day of May, 1997, by Alfred F. Leoffler, who produced DL # 17400001200 as identification.



Lance C Boyer
My Commission CC613660
Expires January 15, 2001


LANCE C. BOYER
NOTARY PUBLIC
STATE OF FLORIDA

Articles prepared by:
Lance C. Boyer, DPL, DLI
Florida Legal Asst. Svcs.
Post Office Box 1502
Ormond Beach, FL 32175-1502

Sect. 212 2-24.15
App. Fm. 10-1.1(b) RRFB

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **BLACK CAT 13, INC.**

2. The name and address of the registered agent and office is:
LISA ANDERSON LEOFFLER, 104 HERITAGE CIRCLE, ORMOND BEACH, FL 32174.

SIGNATURE: _____

(Corporate Officer)

TITLE: _____

President/Director

DATE: _____

5-13-97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Lisa Anderson Leoffler

Lisa Anderson Leoffler

May 12, 1997

Date

This certificate completed
with assistance of:
Lance C. Boyer, DPL, DLI
Florida Legal Asst. Svcs.
Post Office Box 1502
Ormond Beach, FL 32175-1502

Sect. 212 2-24.18
App. Fm. 10-1.1(b) RRFB

FILED
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TALLAHASSEE, FLORIDA