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May 7, 1997

Division of Corporations
Secretary of State
State of Florida
PO Box 6327
Tallahassee, FL 32314-6327

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*****78.75 *****78.75

Re: Cranium Motor Sports, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above referenced entity. Also enclosed is this firm's check in the amount of \$78.75, representing the filing fee of \$35.00, \$35.00 for registered agent designation, and \$8.75 for a Certificate of Good Standing. Please file this corporation and return a "filed" copy of the Articles and Certificate of Good Standing to this office in the self-addressed, stamped envelope enclosed herewith.

Should you have any questions regarding the foregoing, or the enclosures, please feel free to contact my office at your convenience.

Very truly yours,

KEVIN J. D'ESPIES, P.A.


Kevin J. D'Espies, Esq.

KJD/dac
Enclosures

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FILED
97 MAY 16 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CRANIUM MOTOR SPORTS, INC.

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ARTICLE I - NAME

The name of the Corporation is CRANIUM MOTOR SPORTS, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - PRINCIPAL OFFICE

The initial principal office of this Corporation will be located at: 2720 Northeast 48th Court, Lighthouse Point, Florida 33064.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT

The address of the initial registered office of this Corporation shall be 1212 Southeast First Avenue, Fort Lauderdale, Florida 33316-1802, and the initial registered agent of this Corporation at such office shall be Kevin J. D'Espies, Esquire, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office for service of process, and with Section 607.0505, as amended from time to time, with respect to the duties of a registered agent.

PREPARED BY:

KEVIN J. D'ESPIES, ESQ.
KEVIN J. D'ESPIES, P.A.
1212 Southeast First Avenue
Fort Lauderdale, FL 33316-1802
(954) 522-2767
Fla. Bar No. 347477

ARTICLE VII - DIRECTORS

The business of this corporation shall be managed by a Board of Directors. There shall be one (1) Director initially. The number of Directors may be increased, and after such increase, decreased from time to time by by-laws adopted by the shareholders. In no event shall the number of Directors be less than one.

The name and address of the member of the first Board of Directors is:

Robert Gross
2720 Northeast 28th Court
Lighthouse Point, Florida 33064

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE IX - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is: Kevin J. D'Espies, Esquire, 1212 Southeast First Avenue, Fort Lauderdale, Florida 33316-1802.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation at Fort Lauderdale, Florida, this 12th day of May, 1997.

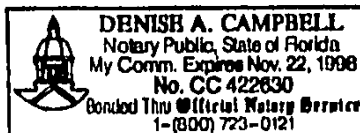

KEVIN J. D'ESPIES, ESQUIRE

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing Articles of Incorporation of CRANIUM MOTOR SPORTS, INC. were acknowledged before me on this 12th day of May, 1997, by Kevin J. D'Espies, Esquire, as Incorporator.



Notary Public

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CRANIUM MOTOR SPORTS, INC., at the place designated in the Articles of Incorporation, Kevin J. D'Espies, Esquire agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office, and with Section 607.0505, as amended from time to time, with respect to the duties of a registered agent.


Kevin J. D'Espies, Esquire

FILED
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TALLAHASSEE, FLORIDA

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