

P 970000 46246

Lanese + Associates, Inc.

Business Consultants

12944 Prestwick Drive

Riverview, FL 33569

813 671-4776

FAX 671-2607

May 19, 1997

97 MAY 22 PM 3:23
FILED
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002187756--2
-05/22/97-01028-020
*****122.50 *****122.50

RE: BOCA Racing, Inc.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 for the filing fee.

Please return the certified copy to:

Lanese + Associates, Inc.
12944 Prestwick Drive
Riverview, FL 33569

Your assistance is greatly appreciated.

Sincerely,



Nicholas Lanese, C.P.A.

NL/jm
Enclosures

MAY 23 1997

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ARTICLES OF INCORPORATION

FOR

BOCA Racing, Inc.

ARTICLE I - NAME

The name of this Corporation shall be BOCA Racing, Inc.

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TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing upon the acceptance of these articles.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Two Thousand (2000) shares of \$1.00 Par Value Stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

Page Two

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which is already held, shall have the right to purchase his proportionate share thereof (as nearly as may be done without assurance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this Corporation is 3801 E. 11th Avenue, Tampa, FL 33605 and the name of the initial Registered Agent of this Corporation at that address is Brian Boezi.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial Directors of this Corporation are as follows:

Brian Boezi
12930 Prestwick Drive
Riverview, FL 33569

Robert Boezi
11311 Torrey Pines Drive
Riverview, FL 33569

Page Three

IX - INCORPORATOR

The names and addresses of the persons signing these

Articles are:

Brian Boezi
12930 Prestwick Drive
Riverview, FL 33569

Robert Boezi
11311 Torrey Pines Drive
Riverview, FL 33569

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent of the law.

Page Four

ARTICLE XIII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this
Corporation is located at 3801 E. 11th Avenue, Tampa, FL 33605.

IN WITNESS WHEREOF, the undersigned have executed these
Articles of Incorporation on this ____ day of

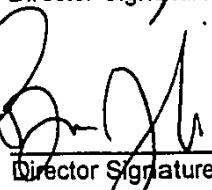
_____, 199____.



Director Signature

5/19/97

Date



Director Signature

5/19/97

Date

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in
compliance with said Act:

First: BOCA Racing, Inc. desiring to organize as indicated in the Articles of
Incorporation in the City of Tampa, County of Hillsborough, State of Florida, has named
BRIAN BOEZI whose business office is located at 3801 E. 11th Avenue, Tampa, FL as
its Registered Agent to accept service 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 provision of said Act relative to keeping open said office.



Registered Agent Signature Date 5/19/97

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