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July 3, 1997

State of Florida
Division of Corporations
Attn: Articles Filing
PO Box 6327
Tallahassee FL 32314

Re: Articles of Incorporation of
DLS MOTORSPORTS, INC.

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200002233352--8
-07/09/97--01016--009
*****70.00 *****70.00

Dear Madam or Sir:

Enclosed please find the original plus one copy of the
Articles of Incorporation for

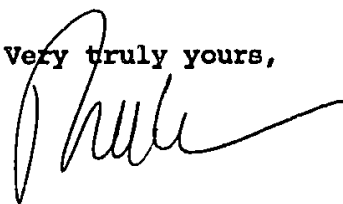
DLS MOTORSPORTS, INC.

along with a check for your fee in the amount of \$70.00.

Please file the Articles and return a conformed copy to this
office in the enclosed self-addressed, stamped envelope.

Thank you for your assistance.

Very truly yours,



RONALD E. DOBELSTEIN, Esquire

Enclosure
RED:csp

P. 01016 JUL 10 1997

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ARTICLES OF INCORPORATION
OF
DLS MOTORSPORTS, INC.

We, JOSEPH SUAREZ, PATRICK LAMBE, and GLENN DAVIS the undersigned, hereby execute these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

ARTICLE I

The name of the corporation is:

DLS MOTORSPORTS, INC.

ARTICLE II

The general nature of the business to be conducted shall be:

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

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock of a ONE DOLLAR (\$1.00) par value. All of said stock and the value thereof are issued in accordance with Section 1361 and 1244 of the Internal Revenue Code and the regulations issued thereunder, and said offering of this stock under said provisions of the Internal Revenue Code is to continue for so long as permissible pursuant to the Internal Revenue Code.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The initial street address of the principal office of this corporation shall be 30430 S. Dixie Hwy, Homestead FL 33030. The Board of Directors may, from time to time, designate such other post office address and place of the principal office of this corporation as it may see fit.

ARTICLE VI

The number of Directors of this corporation shall be as provided by the By-laws, but shall not be less than One (1) in number, nor more than Three (3), and shall be one in number until otherwise fixed or changed by the By-laws.

ARTICLE VII

The names and addresses of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the By-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>	<u>STOCK</u>
JOSEPH SUAREZ	30430 S. Dixie Hwy. Homestead FL 33030	President Director	30%
PATRICK LAMBE	30430 S. Dixie Hwy. Homestead FL 33030	Vice Pres. Director	10%
GLENN DAVIS	30430 S. Dixie Hwy. Homestead FL 33030	Treasurer Director	60%

ARTICLE VIII

These Articles of Incorporation shall be effective upon filing with the Secretary of State.

ARTICLE IX


The address of the registered office of the corporation shall be 30430 S. Dixie Hwy., Homestead FL 33030 and the name of the Registered Agent shall be GLENN DAVIS, who maintains an office at the above mentioned address.

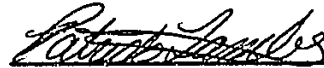
ARTICLE X


These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by (at least) a majority of the stockholders entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS THEREOF, WE, the undersigned, being the original subscriber to the capital stock hereinbefore named, have hereunto set our hands and seals at Miami, Dade County, Florida, this 30 day of Jan, 1997, for the purpose of forming this corporation to do business both within and without the State of Florida, and in pursuance of the Corporation Law of the State of

Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


JOSEPH SUAREZ (Seal)


PATRICK LAMBE (Seal)

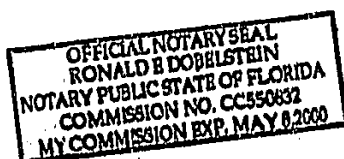

GLENN DAVIS (Seal)


GLENN DAVIS (Seal)
REGISTERED AGENT

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared GLENN DAVIS, to me personally known and known to me to be the person described in and who, as Registered Agent, executed the foregoing Articles of Incorporation, and he acknowledged before me that he is hereby familiar with and accepts the duties and responsibilities as Registered Agent for said corporation and signed same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 2 day of July, 1997.
My commission expires:




Notary Public
State of Florida at Large