

997000070469  
LAW OFFICES  
NICHOLAS N. LESSEY

1015B South Florida Avenue · Rockledge, Florida 32955 · Telephone 407-631-7100 · Facsimile 407-631-5006

June 11, 1997

Florida Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

300002234853--3  
-07/10/97--01043-014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**Re: Space Coast Raceway, Inc.  
Articles of Incorporation**

Gentlemen:

Enclosed herewith you will find the executed original and copy of the Articles of Incorporation for the above-referenced corporation. Upon filing, please return the copy stamped with the filing information.

Also enclosed you will find a check in the amount of \$70.00 to cover the requisite fees.  
Thank you.

JUL 11 1997 BSB  
W97-16057

Sincerely,

*Nicholas N. Lessey*

Nicholas N. Lessey

NNL/spe  
Enclosures

AUG 14 1997 BSB

FILED  
97 AUG 14 AM 11:28  
TALLAHASSEE  
FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 11, 1997

NICHOLAS N. LESSEY, ESQ.  
1015B SOUTH FLORIDA AVENUE  
ROCKLEDGE, FL 32955

SUBJECT: SPACE COAST RACEWAY, INC.  
Ref. Number: W97000016057

We have received your document for SPACE COAST RACEWAY, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 297A00035747

LAW OFFICES  
NICHOLAS N. LESSEY

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1015B South Florida Avenue · Rockledge, Florida 32955 · Telephone 407-631-7100 · Facsimile 407-631-5006

July 28, 1997

Florida Department of State  
Division of Corporations  
Attn: Brenda Baker, Corporate Specialist  
P. O. Box 6327  
Tallahassee, Florida 32314

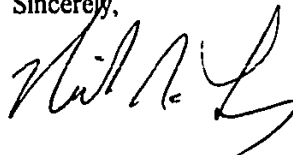
**Re: Spacecoast Motorsports Complex, Inc.**

Dear Ms. Baker:

Enclosed please find an original and one copy of Articles of Incorporation of Spacecoast Motorsports Complex, Inc. along with a copy of your letter dated July 11, 1997. Please have the Articles filed and return a copy stamped with the pertinent filing information.

If you have any questions or need additional information, please do not hesitate to contact my office.

Sincerely,



Nicholas N. Lessey

NNL/spe  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
SPACECOAST MOTORSPORTS COMPLEX, INC.**

**FILED**  
97 AUG 14 AM 11:28  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name and mailing address of the Corporation is:

**SPACECOAST MOTORSPORTS COMPLEX, INC.**  
370 Cocoa Beach Causeway  
Cocoa Beach, Florida 32931

**ARTICLE II**

This Corporation shall have perpetual existence commencing on the filing of these Articles.

**ARTICLE III**

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**

This Corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

**ARTICLE V**

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be: Nicholas N. Lessey, Esq., 1015B South Florida Avenue, Rockledge, Florida 32955.

The Board of Directors from time to time may move the Registered Office to any address in the State of Florida. The principal office of this Corporation in the State of Florida shall be:

370 Cocoa Beach Causeway  
Cocoa Beach, Florida 32931

#### **ARTICLE VI**

This Corporation shall have one (1) Director 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 (1). The name and address of the initial Director of this Corporation is:

Calvin Douglas Baldwin  
490 Riverside Avenue  
Merritt Island, Florida 32953

#### **ARTICLE VII**

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Calvin Douglas Baldwin  
490 Riverside Avenue  
Merritt Island, Florida 32953

#### **ARTICLE VIII**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as part of these Articles of Incorporation, to wit:

- A. The Board of Directors from time to time shall determine whether and to what extent, and at which time and place, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the

Shareholders, and no Shareholder shall have any right to inspect any account or document of the Corporation, except as conferred by a statute or authorized by the Board of Directors or by resolution of the Shareholders.

- B. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
- C. The Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issue of new certificates therefor.
- D. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in, any such contract or transaction of the Corporation, or in which the Corporation is interested, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from his contacting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director(s) of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he also is a Director of such subsidiary or controlled company.
- E. The Corporation shall indemnify any Officer(s) or Director(s), or any former Officer(s) or Director(s), to the full extent permitted by law.

## ARTICLE IX

A. Any person who is serving or has served as a Director or Officer of the Corporation or of any wholly-owned subsidiary hereof, or other corporation at the request of the Corporation, and the respective heirs or personal representatives of each of them, shall be indemnified by the Corporation against expenses, judgments, decrees, fines, penalties or amounts paid in settlement thereof in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which such person is or may be made a party by reason of being or having been such Director or Officer; provided that, in the event any claim for reimbursement or indemnification hereunder is based upon a settlement, the reimbursement or indemnification herein provided shall only apply if the Board of Directors of the Corporation approves such settlement as being in the best interest of the Corporation, and provided further that the Directors, acting at a meeting at which a quorum consisting of Directors who are not parties to or threatened with any such action, suit or proceeding, is present, determine that such Director or Officer:

- (1) Was not and has not been adjudicated to have been negligent or guilty of misconduct in the performance of his duties to the Corporation of which he is a Director or Officer; and
- (2) Acted in good faith in what he reasonably believed to be the best interest of such Corporation; and
- (3) In any matter where such Director was the subject of a criminal action, suit or proceeding, had no reasonable cause to believe that his conduct was unlawful.



- B. Any Director who is a party to or threatened with any such action, suit or proceeding shall not be qualified to vote on such determination and, if, for this reason, a quorum of the Directors cannot be obtained, such determination shall be made by three arbitrators who shall be selected by all of the Officers and Directors of the Corporation who are not parties to or threatened with any such action, suit or proceeding. If there are no Officers or Directors qualified to make such selection, the selection shall be made by the American Arbitration Association in accordance with its rules. Such indemnification shall not be deemed exclusive of any other right to which such Director or Officer may be entitled under the Articles of Incorporation, By-Laws, regulations or any agreement or policy of insurance purchased by the Corporation.
- C. The Corporation will indemnify and save harmless any Officer, Director or employee who may, from time to time at the request of the Corporation, act as a guarantor or co-maker of any promissory note or surety bond written for the benefit of the Corporation. The indemnification by the Corporation will include all out-of-pocket costs properly substantiated, including reasonable attorneys' fees, as may be incurred by such party as an incident to his acting as such guarantor, surety or co-maker.
- D. The Board may secure and maintain such policies of insurance as it may consider appropriate to insure any person, who is serving or has served as a Director or Officer of the Corporation or any of its subsidiaries, against liability and expense arising out of any claim or breach of duty, error, misstatement, misleading statement, omission or other act done or attempted solely by reason of their being such Officer or Director.



**ARTICLE X**

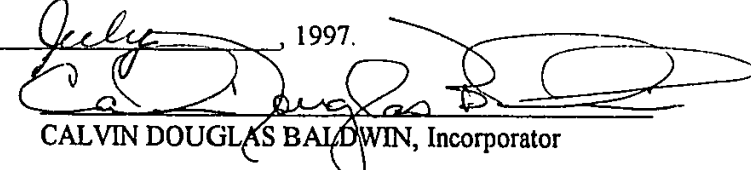
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

**ARTICLE XI**

Having been named to accept Service of Process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

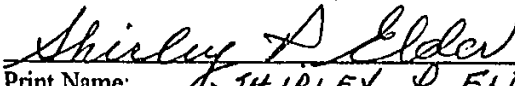
  
NICHOLAS N. LESSEY, Registered Agent

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28<sup>th</sup> day of July, 1997.

  
CALVIN DOUGLAS BALDWIN, Incorporator

**STATE OF FLORIDA  
COUNTY OF BREVARD**

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of July, 1997, by **CALVIN DOUGLAS BALDWIN**, as officer of **SPACECOAST MOTORSPORTS COMPLEX, INC.**, a Florida Corporation, on behalf of the Corporation. He is personally known to me or has produced FLDL B-435-104-53-310-0 as identification and who did take an oath.

  
Print Name: SHIRLEY P. ELDER  
Notary Public, State of Florida at Large  
My Commission Expires:

(S E A L)



SHIRLEY P. ELDER  
My Commission CC000013  
Expires Sep. 04, 1997  
Bonded by HAI  
900-483-1855

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PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000013085 0))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: R & R LOGISTICS, INC.

AUDIT NUMBER.....H97000013085

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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NUM

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7/14/97 8:00 PM



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 11, 1997

EMPIRE

SUBJECT: R & R LOGISTICS, INC.  
REF: W97000018406

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H97000013085  
Letter Number: 297A00040510

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ARTICLES OF INCORPORATION

OF

R & R LOGISTICS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name and address of the Corporation shall be:

R & R LOGISTICS, INC.  
5750 COLLINS AVENUE, #16F  
MIAMI BEACH, FL 33140

ARTICLE II - PURPOSE

This corporation is organized for the following purpose:

To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: One Thousand (1,000) shares, One (\$1.00) Dollar par value per share, common stock. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the consideration for which has been paid or delivered, shall be deemed fully-paid stock, and the holder of such shares shall not be liable for any further payment. At any time, and from time to time, when authorized by resolution of the Board of Directors, and without any action by its stockholders, the corporation may issue or sell any shares of its capital stock of any class, whether out of the unissued shares authorized by the Articles of Incorporation of the corporation as originally filed, or by any amendment of the Articles,

Prepared by:  
DAVID H. NEVEL, ESQ.  
2411 Hollywood Boulevard  
Hollywood, FL 33020  
Telephone: (954) 920-2300  
FBN: 201537

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out of shares of its stock acquired after the issue; and whether or not the shares so issued are sold, shall confer upon the holders of them the right to exchange such shares for other shares of the stock of the corporation. The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, any tangible or intangible property or benefit to the corporation including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation.

#### ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall commence business shall be not less than ONE THOUSAND (\$1,000.00) DOLLARS.

#### ARTICLE V - TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved by law.

#### ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered and/or issued to others.

#### ARTICLE VII

##### INITIAL REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The registered office of this corporation shall be:

DAVID H. NEVEL, ESQ.  
2411 HOLLYWOOD BOULEVARD  
HOLLYWOOD, FL 33020

The registered Agent at the above address is:

DAVID H. NEVEL, ESQ.

#### ARTICLE VIII - INITIAL PRINCIPAL OFFICE

The address of the corporation's initial principal office shall be:

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#### ARTICLE IX - BOARD OF DIRECTORS

The initial Board of Directors shall consist of three members, as below described. The Board of Directors of this corporation shall, at all times, consist of no fewer than three, and no greater than seven, officers and directors.

NAME	TITLE	ADDRESS
ROBIN BECK	President/ Treasurer/ Asst. Secy./ Director/ Vice Pres./ Secretary/	5750 Collins Avenue, #16F Miami Bch., FL 33140

The affirmative vote of a majority of directors is required to constitute any act or decision rendered by the Board of Directors.

#### ARTICLE X - CUMULATIVE VOTING

The principal of cumulative voting shall apply in all elections of directors of the corporation. Each shareholder entitled to vote shall have votes equal to the number of shares with voting rights held by him or her, multiplied by the number of directors to be elected, and each may cast all his or her votes for a single candidate, or may divide and distribute his or her votes for a single candidate, or may divide and distribute his or her votes among any two or more candidates, as he or she may see fit. Each shareholder may, if desired, cast fewer than all the votes to which he or she is entitled at an election of directors, but no ballot shall be valid if the total votes shown on it are in excess of the total number of votes to which the shareholder casting such ballot is entitled.

At any such election, the candidates receiving the highest number of votes, up to the number of directors to be chosen shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the Board of Directors.

At any meeting of shareholders called expressly for that purpose, any director or directors may be removed from office, with or without cause, by majority vote, except that if less than all the directors are to be removed, no individual director may be removed if the number of votes cast against his or her removal would be sufficient, if voted



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cumulatively, at an election of the whole Board, to direct one or more directors.

ARTICLE XI - OFFICERS

The name and address of the Officers of this Corporation are:

NAME	TITLE	ADDRESS
ROBIN BECK	President/ Treasurer/ Asst. Secy./ Vice Pres./ Secretary/	5750 Collins Avenue, #16F Miami Bch., FL 33140

ARTICLE XII - INCORPORATOR

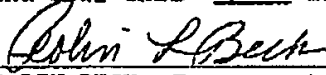
The name and address of the incorporator signing these Articles is:

ROBIN BECK  
5750 COLLINS AVENUE, #16F  
MIAMI BEACH, FL 33140

ARTICLE XIII - INDEMNIFICATION

The Corporation shall indemnify any officer or former officer to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator named, for the purpose of forming a corporation to do business both within and without the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 12 day of July, 1997.

  
ROBIN BECK, Incorporator

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared ROBIN BECK, who is personally known to me, and is to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

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IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Dania, Florida, this 12 day of August, 1997.



THELMA R. CALLAM  
COMMISSION # CC 457339  
EXPIRES MAY 1, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Thelma R. Callam  
NOTARY PUBLIC, State of Florida  
Thelma R. Callam  
(Print name of Notary)

My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE  
OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.030, Florida Statutes, the following is submitted:

FIRST, that R & R LOGISTICS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5750 Collins Avenue, #16F, Miami Beach, FL 33140 named DAVID H. NEVEL, ESQ., 2411 HOLLYWOOD BOULEVARD, FL 33020, as its agent to accept service of process within Florida.

Date: 8/12/97

Robin L. Beck  
ROBIN BECK, ~~VICE~~ President

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I heroby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties, and keeping open said office.

David H. Nevel  
DAVID H. NEVEL,  
Registered Agent

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