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ALBERT SUEIRAS, CPA PA  
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August 27, 1997

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

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-08/29/97--01036--018  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: Caribbean Auto Racing Services Corp.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation of Caribbean Auto Racing Services Corp., which were executed on August 26th 1997. Also enclosed find a check for \$122.50 to cover incorporation charges.

If you have any questions you may contact the undersigned.

Sincerely,

  
ALBERT SUEIRAS, C.P.A.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
Caribbean Auto Racing Services Corp.**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, by these articles form a corporation for profit, pursuant to the laws of the State of Florida.

FIRST: The name of the corporation is Caribbean Auto Racing Services Corp.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The nature of the business and the objects and purposes to be transacted and carried on are to engage in any business as lawfully permitted under the laws of the State of Florida and the United States of America.

FOURTH: The aggregate number of shares of Capital Stock which the Corporation has authority to issue is 5,000 (five thousand), all of which shall be one class of common stock having a par value of \$1.00 each.

FIFTH: The address of its initial registered office is 21631 SW 98 Place Miami, Florida 33190 and the name of the initial registered agent at such address is Michael Scharnow.

SIXTH: The initial board of directors will consists of four directors, whose names and address are:

President: MICHAEL SCHARNOW 21631 SW 98 Pl. Miami, Fl. 33190

Vice President: MARK SCHARNOW 19905 SW 87 Ct. Miami, Fl. 33190

Secretary: MARK SCHARNOW 19905 SW 87 Ct. Miami, Fl. 33190

Treasurer: MITCHELL GRANT 1782 WILSON CROSSING Dr. Decatur, Ga. 30033

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.

SEVENTH: The name and address of the incorporator is MICHAEL SCHARNOW, 21631 SW 98 Pl., Miami Florida 33190.

EIGHTH: Preemptive Rights shall be as follows: Each shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the corporation convertible into or carrying a right to subscribe to acquire shares of any such unissued stock or treasury stock.

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NINTH: The initial street address of the principle office of the Corporation in the State of Florida is, 21631 SW 98 Pl. Miami, Florida 33190.

TENTH: The Corporation shall indemnify Incorporators, Officers and Directors to the full extent permitted by law.

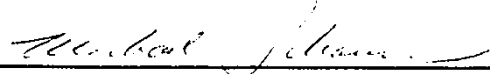
ELEVENTH: a. The Corporation adopts all contracts made on its behalf by the before-mentioned incorporator.

b. The Corporation authorizes its directors to approve reimbursement to the before-mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation and for any and all expenses incurred in the organization and formation of the Corporation.

TWELFTH: The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to the Articles of Incorporation. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon.

THIRTEENTH: The power to adopt, alter or repeal bylaws shall be vested in the board of directors and the stockholders, except that the board of directors may not amend or repeal any bylaw adopted by the stockholders if the stockholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

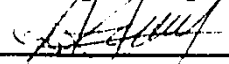
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of Caribbean Auto Racing Services Corp. this 26th. day of August, 1997.

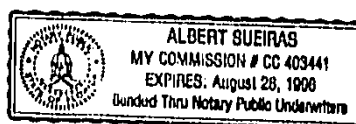
  
MICHAEL SCHARNOW  
INCORPORATOR

STATE OF FLORIDA :  
:SS  
COUNTY OF DADE :

ON THIS 26th day of August, 1997, before me, a notary public duly authorized in the state of Florida, County of DADE, personally appeared MICHAEL SCHARNOW, known to me to be the person described and who subscribed the above Articles of Incorporation, and who acknowledged that he executed the Articles of Incorporation for the purpose contained herein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.

  
NOTARY PUBLIC  
STATE OF FLORIDA



Caribbean Auto Racing Services Corp., desiring to organize as a Corporation for Profit under the laws of the State of Florida, which will have its principal office in Florida, has named MICHAEL SCHARNOW, located at 21631 SW 98 Pl. CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, 33190, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-described corporation, at the place designated in this certificate, I agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I specifically accept the duties and obligations prescribed by Section 607.325, Florida Statutes.

8/26/97  
DATED

FILED  
97 AUG 29 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Adams 8/20/97  
NOTARY PUBLIC/DATE

