

PA7000091173

Donald J. Halliday
P.O. Box 16952
Jacksonville, FL 32245-6952

FILED

97 OCT 22 AM 11:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

2000002326602--4
-10/22/97--01044--014
****122.50 ****122.50

October 15, 1997

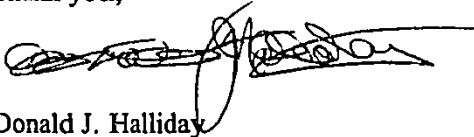
EFFECTIVE DATE

Dear SOS:

11-1-97

Please incorporate my new business. Enclosed is my check for \$122.50 and the incorporation papers. When you send the papers back to me, please send them to my post box (listed above).

Thank you,



Donald J. Halliday

P. Hall

OCT 23 1997

FILED
EFFECTIVE DATE OCT 22 AM 11:08
11-1-97
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
HALLIDAY MOTOR SPORTS, INC.**

The Undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is: Halliday Motor Sports, Inc., and the principal physical address of this corporation is 1756 Kings Avenue, Jacksonville, Florida 32207. The mailing address of this corporation is P.O. Box 16952, Jacksonville, Florida 32245-6952. The phone number of this corporation is 904-346-3637.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business.

ARTICLE IV - CAPITAL SHARES

The aggregate number of shares which the corporation shall have authority to issue shall be one hundred (100) Shares of Common Stock, having a nominal par value of \$1.00 per share.

Page 2 of 5
State of Florida
Articles of Incorporation
of Halliday Motor Sports, Inc.

ARTICLE V - REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 1756 Kings Avenue, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is Donald J. Halliday (077-56-6310).

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director, initially. Thereafter, the number of directors may be either increased or decreased from time to time in the manner provided in the By-Laws. The name and address of the initial director of this corporation are:

NAME/SS#/TITLE

ADDRESS

Donald J. Halliday 077-56-6310 11748 Wattle Tree Road North,
Jacksonville, Florida 32246 President, Vice President, Secretary and
Treasurer 100% Shareholder/Owner

ARTICLE VII - INCORPORATOR

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

Donald J. Halliday 077-56-6310 11748 Wattle Tree Road North,
Jacksonville, Florida 32246

Page 3 of 5
State of Florida
Articles of Incorporation
of Halliday Motor Sports, Inc.

ARTICLE VIII - INDEMNIFICATION

The corporation shall have the power to indemnify all officers and directors and former officers and directors to the fullest extent permitted by law.

ARTICLE IX - AMENDMENT

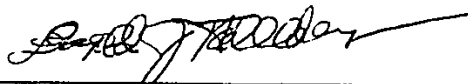
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - CORPORATE EXISTENCE

The date of commencement of corporate existence shall be November 1, 1997.

Page 4 of 5
State of Florida
Articles of Incorporation
of Halliday Motor Sports, Inc.

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 15th day of October, 1997

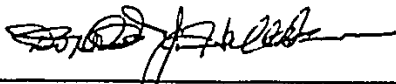


10-15-97

Donald J. Halliday, President

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared, and
produced current Florida Drivers license as identification, as well as
personally known to me, Donald J. Halliday, who, and after being
duly sworn, deposes and says that he is the person described as
incorporator of these Articles of Incorporation, and that the
information therein contained is true and correct.



10-15-97

Donald J. Halliday, President


FILED

97 OCT 22 AM 11:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Page 5 of 5
State of Florida
Articles of Incorporation
of Halliday Motor Sports, Inc.

Sworn to and subscribed before me this 15h day of October, 1997


FLORIDA NOTARY PUBLIC, STATE OF FLORIDA

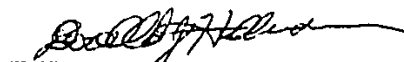
10-15-97



DEBORAH ANN GREGG
COMMISSION # CC 549842
EXPIRES MAY 01, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designed in this certificate, 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.


Donald J. Halliday, President

10-15-97