

997000092178



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 578614 5043849

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 27, 1997

ORDER TIME : 1:57 PM

ORDER NO. : 578614-005

CUSTOMER NO: 5043849

CUSTOMER: Diane Cleversey, Legal Asst
DARDEN RESTAURANTS, INC.

5900 Lake Ellenor Drive

Orlando, FL 32809

700002330637--9
-10/28/97--01001--003
*****70.00 *****70.00

700002330637--9
-10/28/97--01001--004
*****52.50 *****52.50

DOMESTIC FILING

NAME: TEAM ITALIA RACING
ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

RECEIVED
97 OCT 27 PM 2:45
DIVISION OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
97 OCT 27 PM 4:04

SN OCT 27 1997

6

EFFECTIVE DATE
10/23/97

ARTICLES OF INCORPORATION
OF
TEAM ITALIA RACING ENTERPRISES, INC.

FILED

97 OCT 27 PM 4:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being above the age of twenty-one (21) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I.

Name

The name of this corporation shall be Team Italia Racing Enterprises, Inc. (the "Corporation") and its principal place of business shall be located at 1781 Semoran Boulevard, Winter Park, Florida 32792.

ARTICLE II.

Commencement of Corporate Existence

This Corporation shall commence corporate existence on the date of signing these articles of incorporation by the incorporator, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III.

General Purpose: General Powers

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV.

Capital Stock

This Corporation is authorized to issue 100 shares of voting common stock having no par value.

1. **Voting Rights.** The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. All or a designated voting group of shareholders are entitled to cumulate their votes for directors.

2. **Consideration for Issuance of Stock.** The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash, promissory notes or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement may constitute payment or part payment for the issuance of stock of the Corporation.

ARTICLE V.

Initial Registered Office and Agent

The initial registered office of this Corporation shall be located at 1781 Semoran Boulevard, Winter Park, Florida 32792, and the initial registered agent of this Corporation at that address shall be Ronald E. Zitza. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

ARTICLE VI.

Initial Board of Directors

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, provided, however, that the number of directors shall never be less than one (1). The name and street address of the initial director of this Corporation is:

Ronald E. Zitza
1781 Semoran Boulevard
Winter Park, Florida 32792

ARTICLE VII.

Incorporator

The name and street address of the person signing these articles as incorporator is:
Ronald E. Zitza, 1781 Semoran Boulevard, Winter Park, Florida 32792.

ARTICLE VIII.

Bylaws

The Board of Directors shall have the power to adopt, alter, amend or repeal the bylaws of the Corporation, except as otherwise restricted by applicable law.

ARTICLE IX.

Indemnification

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

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.

Headings and Captions

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set his name this 23rd day of October, 1997.



Ronald E. Zitza
Incorporator

corpdocs/articles/tire.doc

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

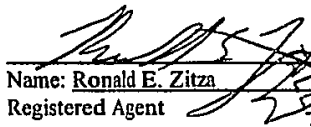
Pursuant to the provisions of Florida Statutes 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement:

Team Italia Racing Enterprises, Inc. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at 1781 Semoran Boulevard, Winter Park, Florida 32792, has named and designated **Ronald E. Zitz** with its registered office located at 1781 Semoran Boulevard, Winter Park, Florida 32792, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for **Team Italia Racing Enterprises, Inc.** (the "Corporation") at the place designated in this Certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated this 23rd day of October, 1997.


Name: Ronald E. Zitz
Registered Agent

FILED
97 OCT 27 PM 4:04
TALLAHASSEE, FLORIDA