



THE UNITED STATES  
CORPORATION  
COMPANY

P970000 95152

ACCOUNT NO. : 072100000032

REFERENCE : 591725 4306827

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 122.50

ORDER DATE : November 6, 1997

ORDER TIME : 9:53 AM

ORDER NO. : 591725-005

CUSTOMER NO: 4306827

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CUSTOMER: Alan B. Cohn, Esq  
ABRAMS ANTON ROBBINS RESNICK &  
SCHNEIDER  
2021 Tyler Street

Hollywood, FL 33022

DOMESTIC FILING

NAME: MOTORSPORTS OF DANIA, INC.

EFFECTIVE DATE: 11-03-97

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:  
DIVISION OF STATE

97 NOV - 6 AM 10:23

NS RECEIVED

NOV - 6 1997

FILED  
97 NOV - 6 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5

EFFECTIVE DATE  
11/3/97

ARTICLES OF INCORPORATION  
OF  
MOTORSPORTS OF DANIA, INC.

FILED  
97 NOV -6 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

**NAME:** The name of this corporation shall be MOTORSPORTS OF DANIA, INC.

ARTICLE II

**ADDRESS:** The mailing address and street address of the initial principal office of the corporation shall be 7041 N.W. 40th Court, Coral Springs, Florida 33065.

ARTICLE III

**NATURE OF BUSINESS:** The corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV

**CAPITAL STOCK:** This Corporation is authorized to issue one hundred (100) shares of voting Common Stock having a par value of \$1.00 and one hundred (100) shares of non-voting Common Stock having a par value of \$1.00. Both classes of stock shall be equal in all aspects with the exception of voting rights. Each class of stock shall be considered equal as to liquidating dividends. The consideration received for issuance of said stock shall be as determined by the Board of Directors. After payment to the Corporation by cash, services actually performed, or tangible property for said shares, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V

**TERM OF EXISTENCE:** This corporation shall have perpetual existence.

ARTICLE VI

**INITIAL REGISTERED OFFICE AND AGENT:** The name and street address of the initial registered agent of this corporation shall be: Alan B. Cohn, 2021 Tyler Street, Hollywood, Florida 33022.

ARTICLE VII

**DIRECTORS:** The corporation shall have two (2) directors initially and the number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than one (1).

ARTICLE VIII

**INITIAL DIRECTORS:** The names and addresses of the initial directors who shall hold office for the first year of existence of the corporation or until their successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Brian Penick	7041 N.W. 40th Court Coral Springs, Florida 33065
Tom Laubenthal	1314 E. Las Olas Boulevard Fort Lauderdale, Florida 33301

ARTICLE IX

**INCORPORATOR:** The name and address of the incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brian Penick	7041 N.W. 40th Court Coral Springs, Florida 33065

ARTICLE X

**INDEMNIFICATION:** To the fullest extent permitted by the Florida Business Corporation Act, the Corporation may indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation; (iii) is or was serving, at the

request of the Corporation, as a director of another corporation, provided that such person is or was at the time a director of such other corporation serving at the request of the Corporation; or (iv) is or was serving, at the request of the Corporation, as an officer of another corporation, provided that such person is or was at the time an officer of such other corporation serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any such person. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### ARTICLE XI

**EFFECTIVE DATE:** These Articles of Incorporation shall be effective ~~upon approval by the Secretary of State of the State of Florida.~~ on November 3, 1997, or

#### ARTICLE XII

**AMENDMENT:** These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

The undersigned incorporators have executed these Articles of Incorporation this 23 day of October, 1997.

  
BRIAN PENICK

ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent to accept service of process for MOTORSPORTS OF DANIA, INC. at the place designated in the Articles of Incorporation, I agree to act in this capacity, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the Registered Agent.

Dated: November 5, 1997

  
ALAN B. COHN

**FILED**  
97 NOV -6 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA