

Alfred Manheim, P.A.

Attorney at Law

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB -5 PM 1:22

SUITE 403

5901 SOUTHWEST 74TH STREET

Miami, Florida 33143-5164

TELEPHONE (305) 661-1750

P98000011757

January 22, 1998

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

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***122.50 ***122.50

To whom it may concern:

Enclosed is an original and duplicate original of the Articles of
Incorporation for:

LIMITED
WHITNEY MOTORSPORTS ~~INC.~~, INC.

The filing fee of \$122.50 along with a return addressed stamped
envelope have also been enclosed for your convenience.

Your cooperation in this matter has been sincerely appreciated.

Yours very truly,


ALFRED MANHEIM, P.A.

BY: Alfred Manheim, Esquire

AM/km

Enclosures

whitney.ltr



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 28, 1998

ALFRED MANHEIM, P.A.
5901 SOUTHWEST 74TH STREET
SUITE 403
MIAMI, FL 33143-5164

SUBJECT: WHITNEY MOTORSPORTS LTD., INC.
Ref. Number: W98000001923

We have received your document for WHITNEY MOTORSPORTS LTD., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of "Ltd." is restricted to limited partnerships in the state of Florida. The word "limited" must be spelled out in order to be used in a corporate name.

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) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 898A00004689

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**ARTICLES OF INCORPORATION
OF
WHITNEY MOTORSPORTS LIMITED, INC.**

The undersigned subscriber to these Articles of Incorporation, STEPHANIE WHITNEY, a natural person competent to contract, hereby associates herself to form a corporation under the Laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation is:

WHITNEY MOTORSPORTS LIMITED, INC.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business is:

To finance racing and motorsport activities.

It is intended that the objects of business mentioned herein are not to limit or restrict the powers of said corporation, and the corporation shall have, enjoy, and exercise all of the powers and rights now or hereafter conveyed by Statute on corporations.

The corporation is formed upon the articles, conditions, and provisions herein expressed and subject in all particulars to the limitations relating to corporations which are contained in the general laws of this State.

**ARTICLE III
CAPITAL STOCK**

There shall be one class of non-assessable Common Stock.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time are:

1000 shares at \$1.00 par value - non-assessable.

No stockholder of this Corporation shall have the right to accumulate his votes at any election for directors or on any other subject or proposition that may be submitted to the shareholders at any annual or special meeting of such stockholders. However, this non-cumulative voting clause may be amended by a vote of two-thirds (2/3) of all of the stockholders at an annual meeting.

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which the corporation will begin business is:

\$500.00

**ARTICLE V
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI
ADDRESS**

The initial post office address of the principal office of this Corporation in the State of Florida is:

WHITNEY MOTORSPORTS LIMITED, INC.
10105 Nicaragua Drive
Miami, Florida 33189

**ARTICLE VII
DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders.

**ARTICLE VIII
INITIAL DIRECTORS**

The name(s) and post office addresses of the members of the first Board of Directors are:

STEPHANIE WHITNEY	10105 Nicaragua Drive Miami, FL 33189
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GLENN WHITNEY	10105 Nicaragua Drive Miami, FL 33189
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**ARTICLE IX
SUBSCRIBERS**

The name and post office address of the subscriber of these Articles of Incorporation, the number of shares of stock she agrees to take, and the value of the consideration therefor are:

<u>NAME</u>	<u>SHARES</u>	<u>VALUE</u>
STEPHANIE WHITNEY 10105 Nicaragua Drive Miami, FL 33189	10	\$500.00

**ARTICLE X
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 stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of

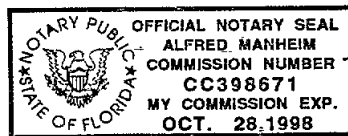
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the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


STEPHANIE WHITNEY

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 22 day of January, 1998 by STEPHANIE WHITNEY as a subscriber in and to the aforementioned Corporation and acknowledged before me that she subscribed to those Articles of Incorporation. She is personally known to me and has produced _____ as identification and did take an oath.





NOTARY PUBLIC

CERTIFICATE DESIGNATING RESIDENT AGENT

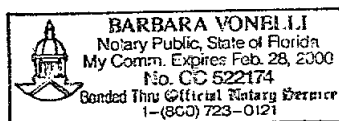
That STEPHANIE WHITNEY desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at Miami, County of Dade, State of Florida, has named ALFRED MANHEIM, ESQ. located at 5901 SW 74th Street, Suite 403, Miami, Florida 33143 County of Dade, State of Florida, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


REGISTERED AGENT
ALFRED MANHEIM, ESQ.

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 22 day of January, 1998 by ALFRED MANHEIM, ESQ. to me known to be the person described as the resident agent, and who executed the foregoing and acknowledged before me that he executed the foregoing "Certificate Designating Resident Agent" and he is personally known to me and did take an oath.




NOTARY PUBLIC