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ATTORNEYS AT LAW

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February 10, 1998

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: TRIUMPH SPORTS CAR CONVENTION, INC.

Dear Sirs:

I enclose herewith an original and one copy of the Articles of Incorporation of the above referenced corporation, together with a resident agent's certificate.

I also enclose my check in the sum of \$70.00 to cover the following incorporation fees:

Filing Fee	\$ 35.00
Certificate of Resident Agent	<u>35.00</u>

\$ 70.00

Please return a copy of the Articles after filing.

Thank you for your cooperation in this matter.

Very truly yours,

L.G. Miceli
Lawrence G. Miceli

LGM/skm

Enc.

EFFECTIVE DATE

2-9-98

FILED
98 FEB 12 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300002429193--9
-02/12/98--01088--005
*****70.00 *****70.00

P. Hall
FEB 13 1998

FILED

ARTICLES OF INCORPORATION

98 FEB 12 AM 9:45

ARTICLE I

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATE NAME

The name of the Corporation shall be:

TRIUMPH SPORTS CAR CONVENTION, INC.

EFFECTIVE DATE

2-9-98

and the principal office of the Corporation shall be:

PO BOX 10451
POMPANO BEACH, FLORIDA 33060

ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$1.00	Common

ARTICLE IV

PREEMPTIVE RIGHTS

Each Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as to that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL REGISTERED AGENT, INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Lawrence G. Miceli, Esq.
INITIAL REGISTERED OFFICE: 737 E. Atlantic Blvd.
Pompano Beach, Florida 33060

ARTICLE VI

INITIAL BOARD OF DIRECTORS and INITIAL INCORPORATOR

This Corporation shall have four (4) Director(s) initially. 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 (1). The name(s) and address(es) of the Director(s) of this Corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
Lawrence G. Miceli	737 E. Atlantic Blvd. Pompano Beach, FL 33060
Philip Bacon	3648 SW 24 Lane Delray Beach, FL 33445
R. Dean Houston	134 NW 16th Street Boca Raton, FL 33432
Brent Owens	7570 Prescott Lane Lake Worth, FL 33467

The name and address of each incorporator executing these Articles of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Lawrence G. Miceli	737 E. Atlantic Blvd. Pompano Beach, FL 33060

ARTICLE VII

COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Corporation shall begin on the date that these Articles were signed by the Incorporator, provided that these Articles are accepted for filing by the Secretary of State within 5 days thereafter, as provided for by Fla. Stat. Section 607.0203, or if not filed within said time, then as of the date of filing,

whichever is earlier. The Corporation shall exist perpetually.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director to the fullest extent permitted by law.

ARTICLE X

AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 9 day of FEBRUARY 1998.



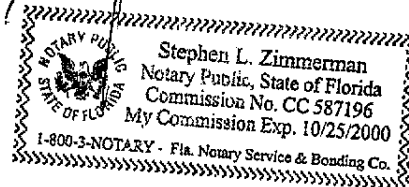
LAWRENCE G. MICELI
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared LAWRENCE G. MICELI known to me or who did produce FLG D.L. as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal this 9 day of February, 1998

NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

Pursuant to Fla. Stat. sec. 48.091, the following is
submitted:

TRIUMPH SPORTS CAR CONVENTION, INC., desiring to organize under the
laws of the State of Florida, with its principle office, as
indicated in the Articles of Incorporation in the city of Lake
Worth, County of Palm Beach, State of Florida, has named Lawrence
G. Miceli, Esq., located at 737 E. Atlantic Blvd., in Pompano
Beach, County of Broward, State of Florida, as its agent to accept
service of process within this state.

ACKNOWLEDGED:

Having been named to accept service of process for the
above corporation, at the place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping said office.

BY: Lawrence G. Miceli
LAWRENCE G. MICELI, ESQ.
Resident Agent

FILED
98 FEB 12 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA