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WALLACE F. STALNAKER, JR.
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FAITH K. STALNAKER, OF COUNSEL*

*ALSO MEMBER OF S. C. BAR

SOUTH ORLANDO OFFICE:

7380 SAND LAKE ROAD

SUITE 509

ORLANDO, FLORIDA 32819

(407) 352 - 9442

February 19, 1998

Corporate Records Bureau
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/09/98--01052--005
*****131.25 *****131.25

SUBJECT: It's a Hoot Racing, Inc.

Gentleman:

Enclosed are the original and one copy of the Articles of Incorporation for the above named proposed Florida Corporation. Also enclosed is our firm's check in the amount of \$131.25, representing payment of the following:

Filing fee, Certified copy, & Certificate

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,

Linda M. Cline

Faith K. Stalnaker, Esquire
By Linda M. Cline, paralegal
in her absence.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FKS/lc
Enclosures
cc: Jim Flynn

447-3/10/98

ARTICLES OF INCORPORATION

OF

IT'S A HOOT RACING, INC.

I, JAMES T. FLYNN III, the undersigned, being a natural person of lawful age, do hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be: IT'S A HOOT RACING, INC. and the principal place of Business is 225 Pineda Street, Suite 175, Longwood, Florida 32750.

ARTICLE II

GENERAL NATURE OF BUSINESS

This corporation shall have those powers as may be provided, authorized or permitted by law, or otherwise, it being the intention that this corporation shall have the right to engage in any business or activity not especially prohibited by applicable law of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock of this corporation which the corporation is authorized to have outstanding at any one time is 100 shares of common capital stock

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TALLAHASSEE, FLORIDA

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having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors of said corporation.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 225 Pineda Street, Suite 175, Longwood, Florida 32750, and the name of the initial registered agent of this corporation is JAMES T. FLYNN, III.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The business of the corporation shall be conducted and managed by a Board of Directors consisting of not less than 1 (one) member as fixed, from time to time, by the By-Laws of the corporation and the Board of Directors shall be elected or appointed by the shareholders of the corporation, but it is not necessary for any such director to be a shareholder of the corporation.

The names and addresses of the first Board of Directors who shall hold office until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
JAMES T. FLYNN, III	225 Pineda Street, Suite 175 Longwood, Florida 32750
TIMOTHY R. EWING	7048 Watseka Avenue Orlando, Florida 32818

ARTICLE VI

INITIAL OFFICER(S)

The name(s) and address(es) of the initial officer(s) of the corporation is (are):

President JAMES T. FLYNN III, 225 Pineda Street, Longwood, Florida,
32750.

Vice-President/ TIMOTHY R. EWING, 7048 Watseka Avenue, Orlando,
Sec./Treasurer Florida 32818.

ARTICLE VII

INCORPORATOR

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

NAME

ADDRESS

JAMES T. FLYNN III

225 Pineda Street, Suite 175
Longwood, Florida 32750

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 of this corporation.

ARTICLE IX

INDEMNIFICATION

Every director, officer, employee or agent of the corporation shall be indemnified
by the corporation shall be indemnified by the corporation against all expenses and

liabilities, including counsel fees, reasonably incurred by reason of their being imposed upon him or her in connection with any proceeding to which he or she may be made a party or in which he or she may become involved by reason of his or her employment or by reason of his or her having been a director, officer, employee or agent of the corporation or any settlement thereof, whether or not he or she is a director, officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee or agent may be entitled.

ARTICLE X

AMENDMENT

The corporation reserves the right to amend, alter, change, repeal and revise any provision of this corporation's Certificate of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred on shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, on this 7th day of March, 1998.

STATE OF FLORIDA

COUNTY OF SEMINOLE

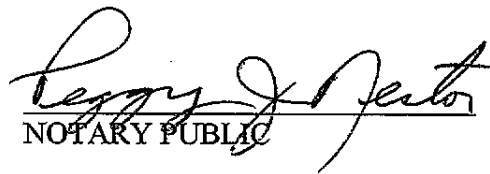


JAMES T. FLYNN III
SUBSCRIBER

BEFORE ME, the undersigned officer, personally appeared JAMES T. FLYNN III,

to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to me that after reading the same, the matters set forth therein are true and correct to the best of his knowledge and belief.

WITNESS my hand and official seal this 4th day of March 1998.


NOTARY PUBLIC

My Commission Expires:



PEGGY J NESTOR
My Commission CC402079
Expires Aug. 22, 1998
Bonded by HAI
800-422-1555

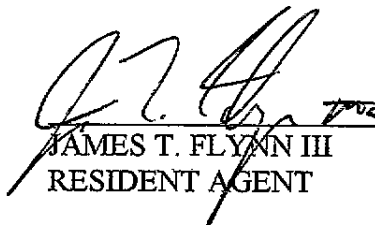
**DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that IT'S A HOOT RACING, INC., desiring to organize under the Laws of the State of Florida with its principal office's indicated in the Articles of Incorporation at the City of Longwood, County of Seminole, and State of Florida, has named James T. Flynn III, 225 Pineda Street, Suite 175, Longwood, Florida 32750, County of Seminole, and State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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 provisions of said Act relative to keeping open said office.


JAMES T. FLYNN III
RESIDENT AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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