

P98000035894
Woodward, Pires & Lombardo, P.A.
ATTORNEYS-AT-LAW

CRAIG R. WOODWARD*
MARK J. WOODWARD
ANTHONY P. PIRES, JR.
J. CHRISTOPHER LOMBARDO
STEVEN V. BLOUNT
JOHN A. GARNER
CARRIE POULOS-LADEMAN
BURT L. SAUNDERS
OF COUNSEL
*(BOARD CERTIFIED REAL ESTATE ATTORNEY)

April 16, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

800002493878--1
-04/20/98--01082--005
****122.50 ****122.50

Re: **TALK STORY OFFSHORE RACING, INC.**

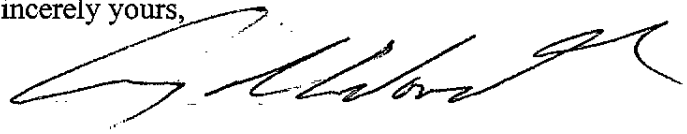
Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above referenced corporation and a check in the amount of \$122.50 to cover the following fees:

- | | | |
|----|------------------------------|---------|
| 1. | Filing Fee | \$35.00 |
| 2. | Certified Copy | \$52.50 |
| 3. | Registered Agent Designation | \$35.00 |

Thank you.

Sincerely yours,



Craig R. Woodward

CRW/ach
Enclosure
cor/forms\cor002.frm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR 20 AM 9:46

PLEASE RESPOND TO: MARCO

606 BALD EAGLE DR., SUITE 500, P.O. BOX 1, MARCO ISLAND, FLORIDA 34146 (941) 394-5161 FAX (941) 642-6402
PELICAN BAY 801 LAUREL OAK DR., SUITE 710, NAPLES, FLORIDA 34108 (941) 566-3131 FAX (941) 566-3161

4-20
425

ARTICLES OF INCORPORATION
OF
TALK STORY OFFSHORE RACING, INC.

FILED
SECRETARY OF CORPORATIONS
98 APR 20 AM 9:46

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. - NAME

The name of the corporation shall be: Talk Story Offshore Racing, Inc.

ARTICLE II. - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 606 Bald Eagle Drive, Suite 500, Marco Island, Florida 34145.

ARTICLE III. - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Seven Thousand Five Hundred shares of common stock at \$1.00 par value.

ARTICLE IV. - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Craig R. Woodward, Woodward, Pires & Lombardo, P.A., 606 Bald Eagle Drive, Suite 500, Post Office Box One, Marco Island, Florida 34146.

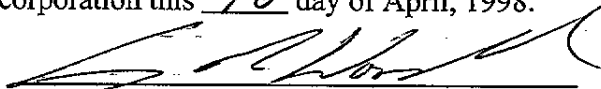
ARTICLE V. - DIRECTORS

The names and street addresses of the initial Directors of this corporation is: Gordon H. Kraft, 889 S. Heathwood Drive, Marco Island, Florida 34145, and Krystle E. Kraft, 889 S. Heathwood Drive, Marco Island, Florida 34145.

ARTICLE VI. - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is: Craig R. Woodward, 606 Bald Eagle Drive, Suite 500, Marco Island, Florida 34145.

The undersigned have executed these Articles of Incorporation this 16 day of April, 1998.


CRAIG R. WOODWARD, INCORPORATOR

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered, in the State of Florida.

1. The name of the corporation is: **TALK STORY OFFSHORE RACING, INC.**
2. The name and address of the registered agent and office is: Craig R. Woodward, Esquire, 606 Bald Eagle Drive, Suite 500, Marco Island, Florida 34145.

SIGNATURE:


CRAIG R. WOODWARD

INCORPORATOR

TITLE

DATE

4/16/98

Having been named as Registered Agent and to accept Service of Process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and 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 obligations of my position as Registered Agent.


CRAIG R. WOODWARD, ESQUIRE

DATE

4/16/98

cor\talk-art

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 20 AM 9:46