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TRANSMITTAL LETTER

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

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-04/22/98--01042--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** DENTMON MOTOR SPORTS, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** MARSHALL E DENTMON  
Name (Printed or typed)

10816 JULIANN ROAD  
Address

TAMPA, FL 33610  
City, State & Zip

813 684-6010  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 APR 22 AM 9:42

**FILED**

**NOTE:** Please provide the original and one copy of the articles.

TA-4/23/98

ARTICLES OF INCORPORATION  
OF  
DENTMON MOTOR SPORTS, INC.

We, the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Dentmon Motor Sports, Inc.

ARTICLE II

Business, Objects or Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation shall be as follows:

- A. To engage in all activities relating to the motor sports racing.
- B. To engage in any lawful enterprises, whether commercial, industrial, or agricultural, calculated or designated to be profitable to this corporation.
- C. To generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform.

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TALLAHASSEE, FLORIDA

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FILED

D. To manufacture, purchase, or otherwise acquire; to own, mortgage, pledge, sell, assign or otherwise dispose of; and to invest, trade, deal in and deal with goods, wares, merchandise, and real and personal property of every class and description.

E. To purchase, lease and hold real and personal property; and any and every estate and interest therein; and chooses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation.

F. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures or other obligations and evidences of indebtedness payable at a special time or times secured by mortgages or otherwise.

G. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or an bonds issued by, or evidence of indebtedness created by, and other corporation or corporations; and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

H. To purchase, sell and transfer shares of its own capital stock in accordance with all relevant Florida Statutes.

I. To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and any licenses or other rights or interests therein and thereunder.

In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporation acts of the State of Florida, and any amendments thereto, and to do any and all things hereinabove set forth to the same intent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

### ARTICLE III

#### Capital Stock

A. The total number of shares of capital stock authorized to be issued by the corporation shall be 500 shares having a par value of \$1.00 per share. Each of the shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stock holders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be

fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable.

B. In the election of directors of this corporation there shall not be any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class of stock of the corporation issued or sold or proposed to be issued or sold, or with respect to which options or warrants shall be granted; but all such shares of stock of any class, or notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class may be issued and disposed of or sold by the Board of Directors on such terms and for such considerations, so far as may be permitted by law, and to such person or persons as the Board of Directors by determine.

#### ARTICLE IV

##### Capital to Begin Business

The amount of capital with which this corporation shall begin business will be \$500.00.

ARTICLE V

Existence of Corporation

The existence of this corporation shall begin upon the filing with and the approval by the Department of State of these Articles of Incorporation; and thereafter the existence of this corporation shall be perpetual.

ARTICLE VI

Principal Office

The principal office of this corporation shall be located at:

11708 U.S. 92 Highway 92 East  
Seffner, FL 33584

ARTICLE VII

Board of Directors

There shall be a Board of Directors for the Corporation which shall consist of not less than two and not more than five members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with out cause.

ARTICLE VIII

First Board of Directors

The name and street address of the First Board of Directors of this corporation, who, subject to these Articles of Incorporation, the by-laws of

this corporation and the laws of the State of Florida, shall not hold office, for the first year of the existence of this corporation, or any election is held by the stockholders for the election of permanent directors, or until their successors have been duly elected and qualified is:

<u>Name</u>	<u>Street Address</u>
Marshall E. Dentmon	11708 U.S. 92 Highway E. Seffner, Fl 33584

#### ARTICLE IX

##### Subscriber

The name and street address of the subscribers of these Articles of Incorporation is:

<u>Name</u>	<u>Street Address</u>
Marshall E. Dentmon	11708 U.S. 92 Highway E. Seffner, Fl 33584

#### ARTICLE X

##### Transaction with Corporation

No contract of other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any other corporation, or are directors of officers of any other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he our such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any Director of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not

## ARTICLE XI

### By-Laws

a. The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of such stockholders.

b. The by-laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management of conduct of the affairs and business of the corporation, provided the same are not inconsistent with provisions of these Articles of Incorporation, or contrary to the laws of this state or of the United States.

## ARTICLE XII

### Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders are subject to this reservation.



ARTICLE XIII

Designation of Registered Agent and Registered Office

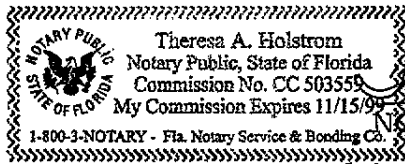
The name and mailing address of the registered agent is Marshall E. Dentmon, 10816 Juliann Road, Tampa, Florida 33610

*Marshall E. Dentmon*  
Marshall E. Dentmon

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of April, by MARSHALL E. DENTMON, who is personally known to me or who produced a Florida Driver's license as identification and who did take an oath.

My Commission Expires:



*Theresa A. Holstrom*  
NOTARY PUBLIC

Acceptance of Registered Agent

KNOW ALL MEN BY THESE PRESENTS that I, Marshall E. Dentmon, hereby accept the appointment of Registered of Dentmon Motor Sports, Inc.

*Marshall E. Dentmon*  
Marshall E. Dentmon  
10816 Juliann Road  
Tampa, FL 33610  
813-626-6617

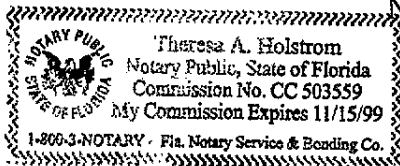
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CLERK OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME the undersigned authority, personally appeared MARSHALL E. DENTMON, who, after being duly sworn, deposes and says that he is the aforementioned Registered Agent of Dentmon Motor Sports, Inc., and he executed the foregoing for the purposes therein stated.

WITNESS my hand and seal this 15<sup>th</sup> day of April, 1998.

My Commission Expires:



*Theresa A. Holstrom*  
NOTARY PUBLIC