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April 24, 1998

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Florida Department of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32301

Re: Articles of Incorporation
Starling Motorsports Inc.

Gentlemen:

Enclosed herewith please find Articles of Incorporation in the captioned matter. My trust check in the amount of \$122.50 is also enclosed to cover the cost of said filing.

Your cooperation and assistance in this matter is greatly appreciated.

Very truly yours,


Ronald P. Cullinan

RPC/bg
encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 4/30/98

ARTICLES OF INCORPORATION

OF

STARLING MOTORSPORTS INC.

THE UNDERSIGNED subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida, and particularly Florida Statute 607.01401 et seq.

ARTICLE I - NAME

The name of this corporation is:

STARLING MOTORSPORTS INC.

ARTICLE II - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III - PURPOSES, POWERS AND NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in all lawful business permitted to a corporation organized under the Florida General Corporation Law, as in effect from time to time.

The general nature of the business to be transacted is to do and perform all the acts and things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To enter into, make perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of a corporation or business of a similar nature with any person, firm corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof of foreign governments so far as or to the extent that the same be done or performed pursuant to law.

(b) To borrow or raise money for any of the purposes of the corporation and from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and

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evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(c) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, security, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owners of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(d) To construct, erect, repair and remodel buildings and structures of all types for itself and others and to manufacture, purchase or otherwise acquire; and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(e) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein, and to own, hold, manage, develop, improve, equip, maintain and operate, and to sell, convey, exchange, lease or otherwise alienate and dispose of, and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein.

(f) To enter into or become a partner in any agreement for sharing profits, union of interests,

cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.

(g) To include in its Bylaws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its Shareholders or in the event of the death of any of its Shareholders. The manner and form as well as all relevant terms, conditions and details hereof shall be determined by the Shareholders of this Corporation; provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provision shall be noted upon the certificate evidencing the ownership of said stock.

(h) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part or parts of the world, at which meetings of directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions in the United States of America and in any foreign countries.

(i) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes of the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

(j) To race and market any and all race vehicles in any location and to sell, purchase, construct and distribute as well as manufacture and repair any and all kinds of racing vehicles and equipment.

ARTICLE IV - CAPITAL STOCK

The capital stock of the corporation shall not exceed one thousand (1000) shares of no par value common stock. The holder of stock in this corporation shall be entitled to one vote for each share of stock at any meeting of the stockholders of this corporation, except that no holder, under contract to subscription, shall be entitled to vote while in default on a subscription agreement or obligation. The transfer of shares of stock shall be restricted in accordance with the provisions set out in the bylaws of this corporation.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than five hundred and no/100 (\$500.00) dollars.

ARTICLE VI - REGISTERED ADDRESS AND AGENT

The principal and initial office of the corporation shall be located at:

505 Charlotte Road
Auburndale, Fl. 33823

The initial registered agent at this address shall be Dennis Starling.

ARTICLE VII - DIRECTORS

The number of directors of this corporation shall not be less than one and not more than seven. The initial Board of Directors shall consist of one person, but the number of directors may be increased not in excess of seven in number, however, such increase or reduction shall occur in the manner hereinafter to be provided by the bylaws of this corporation.

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The name and post office address of the first president, first treasurer and first secretary, and the Board of Directors, who shall all hold office for the first year of the corporation's existence or until their

successor shall have been elected and qualified pursuant to bylaws, shall be established and determined at the initial organizational meeting of the corporation.

Until the time of said initial organizational meeting the directors of said corporation shall be:

NAME	ADDRESS
DENNIS STARLING President	505 Charlotte Road Auburndale, Fl. 33823
BEATRICE P. STARLING Secretary & Treasurer	505 Charlotte Road Auburndale, Fl. 33823

ARTICLE IX - INCORPORATORS

The name and post office address of the initial incorporators is as follows:

NAME	ADDRESS
DENNIS STARLING President	505 Charlotte Road Auburndale, Fl. 33823
BEATRICE P. STARLING Secretary & Treasurer	505 Charlotte Road Auburndale, Fl. 33823

ARTICLE X - SUBSCRIBERS

The names and post office addresses of each subscriber and the number of shares which each agrees to take are:

<u>Name and Address</u>	<u>Number of Shares</u>
DENNIS STARLING	90%
BEATRICE P. STARLING	10%

ARTICLE XI - VALUE OF SHARES

Although the shares of the corporation are denominated as no-par value, nevertheless, the value of each of the one thousand shares shall be determined by the Board of Directors, and the initial issuance shall be

for a sum not more than \$200.00 per share nor less than \$10.00 per share. The Board of Directors shall have the authority to issue such shares in consideration of services rendered in the course of incorporation, or services to be rendered to the corporation hereafter, or in consideration of the transfer of property other than money to the corporation, and the directors are and shall be authorized to determine how many shares shall be issued, for and in exchange for such property, and also the directors are and shall be authorized to estimate and determine the reasonable value of such property transferred to the corporation. The directors shall also have the authority to issue unclaimed or unsubscribed shares after incorporation for such consideration as they deem expedient or appropriate, but in no case for more than \$200.00 nor less than \$10.00 in cash or in property per share.

ARTICLE XII - EFFECT OF INTEREST IN TRANSACTIONS

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any director of this corporation is interested in, or is a director or officer of such other corporation, and any director or directors individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation and no contract or transaction of this corporation shall be affected or invalidated by the fact that any director of this corporation is a party to or is interested in such contract, act or transaction, or in any way connected with such persons, firm or corporation, and each person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested.

ARTICLE XII - 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.

IN WITNESS OF the foregoing, we the incorporators have hereunto affixed our hand and seal at
Lakeland, Polk County, Florida, this 22 day of April, A.D., 1998.


DENNIS STARLING

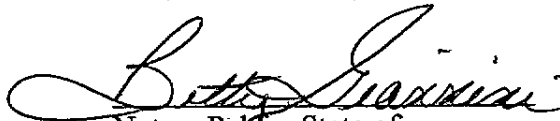

BEATRICE STARLING

STATE OF FLORIDA)

COUNTY OF POLK)

Personally before me, the undersigned authority, appeared DENNIS STARLING and BEATRICE STARLING, known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and they did acknowledge that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and seal of office at Lakeland, in said County and State, this 22nd day of April, 1998.



Notary Public, State of
Florida, at Large

My commission expires:



BETTY GIANNINI
My Commission CC443141
Expires Mar. 05, 1999
Bonded by HAI
800-422-1555

I DO HEREBY ACCEPT appointment as registered agent for service of process of STARLING MOTOR SPORTS INC.


DENNIS STARLING
505 Charlotte Road
Auburndale, Fl. 33823

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TALLAHASSEE, FLORIDA

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