CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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PERETARY OF STATE

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98 MAY 19 AM 11:35

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Art of Inc. File_ LTD Partnership File_____ Foreign Corp. File_____ L.C. File_ Fictitious Name File___ Trade/Service Mark____ Merger File_ Art. of Amend. File____ RA Resignation___ Dissolution / Withdrawal____ Annual Report / Reinstatement_ Cert. Copy_ Photo Copy___ Certificate of Good Standing_ Certificate of Status_ Certificate of Fictitious Name Corp Record Search Officer Search Fictitious Search_ Fictitious Owner Search Signature Vehicle Search_ Driving Record_ UCC 1 or 3 File_ Requested by:/// UCC 11 Search_ Time Name Date UCC 11 Retrieval Will Pick Up Courier_ Walk-In

ARTICLES OF INCORPORATION

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JIVISION OF CORPORATIONS

<u>OF</u>

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PAYSON MOTORSPORTS PRODUCTIONS, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is Payson Motorsports Productions, Inc. and the principal office of the corporation is located at 947 Alt AlA, Jupiter, Florida 33477.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is ONE THOUSAND (1,000), all of which shall be common shares with par value of One Dollar (\$1.00).

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation is Suite 400, Reynolds Plaza, 1061 East Indiantown Road, Jupiter, Florida 33477-5143, and the name of the initial registered agent at that address is Philippe Jeck.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of not less than one nor more than five members. The names and addresses of the first Board of Directors are:

John W. Payson, 947 Alt AlA, Jupiter, Florida 33477 Charles S. Payson, 947 Alt AlA, Jupiter, Florida 33477

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

John W. Payson, 11870 SE Dixie Highway, Hobe Sound, Florida 33455

ARTICLE IX. ISSUANCE OF SHARES

The corporation may issue stock in exchange for a written promise to perform services in the future upon written notice to all shareholders prior to the next shareholders' meeting or upon the shareholders' written consent.

IN WITNESS WHEREOF, I have subscribed my name this 14th day of May, 1998.

John W. Payson, Incorporator

STATE OF FLORIDA COUNTY OF PALM BEACH

On this day personally appeared before me, the undersigned authority, John W. Payson, known to me to be the individual who executed the foregoing Articles of Incorporation and he acknowledged before me that the same were executed for the purpose therein expressed.

WITNESS my hand and official seal in the above-named County and State this 14th day of May, 1998.

(SEAT.)

SARA T. PRESLAR
MY COMMISSION # CC 406432
EXPIRES: October 29, 1998
Bonded Thru Notary Public Underwriters

Notary Public, State of Florida

My Commission Expires:

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

In compliance with Section 607.0501(3) Florida Statutes, the following is submitted:

Payson Motorsports Productions, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business at 947 Alt Ala, Jupiter, Florida 33477, County of Palm Beach, State of Florida, has named Philippe Jeck, located at Suite 400, Reynolds Plaza, 1061 East Indiantown Road, Jupiter, Florida 33477, as its agent to accept service of process within Florida.

DATE: May 14, 1998

John W. Payson, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE:

Philippe Jeck, Registered Agent

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