

May 29, 1998

Florida Department of State
Secretary of State
Division of Corporations
George Firestone Bldg.
409 E. Gaines St.
Tallahassee, FL 32314
(850) 488-9000, press 1

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-06/10/98--01083--006
****122.50 ****122.50

RE: INCORPORATION - SOUTHERN PRIDE SPEEDWAY, INC.

To Whom It May Concern:

Please file the enclosed incorporation documents. \$122.50 check payable to the Secretary of State is enclosed. Please return a certified copy of the incorporation to the address at 5550 SE 135th St., Summerfield, FL 34491.

Thank you for your attention and assistance.

Sincerely,

Larry Mitchell

Larry Mitchell
5550 SE 135th St.
Summerfield, FL 34491
(352) 307-9117

FILED
98 JUN 10 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-6/12/98

ARTICLES OF INCORPORATION
OF
SOUTHERN PRIDE SPEEDWAY, INC.

ARTICLE I - NAME

The name of the corporation shall be SOUTHERN PRIDE SPEEDWAY, INC.

ARTICLE II - DURATION

This Corporation shall have a perpetual duration.

ARTICLE III - PURPOSE

This Corporation may engage in the business of constructing, creating, operating and otherwise involved in miscellaneous activities regarding a race track and in any other business as permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100,000 shares of single class of common stock at no par value to no more than 35 people and issued and transferrable only to natural citizens or resident aliens. The initial stock offering of 100,000 shares will be divided as follows:

- 1) 45,000 shares to be held by the corporation for future capitalization;
- 2) 13750 shares shall be held by LARRY E. MITCHELL and DIANE W. MITCHELL in joint tenancy with rights of survivorship held by tenancy by entireties;
- 3) 13750 shares shall be held by MICHAEL A. DAVIS and JESSE E. DAVIS in joint tenancy with rights of survivorship held by tenancy by entireties;
- 4) 13750 shares shall be held by BRUCE W. DAVIS and JEANETTE M. DAVIS in joint tenancy with rights of survivorship held by tenancy by entireties;
- 3) 13750 shares shall be held by MITCHELL B. DAVIS and LORIE J. DAVIS in joint tenancy with rights of survivorship held by tenancy by entireties;

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same, class or series as that which s/he already holds, shall have the right to purchase his/her pro rate share (rounded to the closest whole number and where there is a one-half share, to be rounded up to the next whole number) at the price at which it is offered to others.

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TALLAHASSEE, FLORIDA

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and registered agent are:

LARRY MITCHELL
5550 SE 135TH ST.
SUMMERFIELD, FL 34491
(352) 307-9117

ARTICLE VII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is:

LARRY MITCHELL
5550 SE 135TH ST.
SUMMERFIELD, FL 34491
(352) 307-9117

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation initially shall have four directors. Number, qualifications, manner of admission and removal shall be regulated by the by-laws. The name and address of the initial Board of Directors of this Corporation is:

LARRY MITCHELL
SECRETARY/TREASURER
5550 SE 135TH ST.
SUMMERFIELD, FL 34491
(352) 307-9117

BRUCE DAVIS
PRESIDENT
11172 SE 128TH PL. RD.
OCKLAWAHA, FL 32179
(352) 288-0024

MICHAEL DAVIS
CO-VICE-PRESIDENT
9928 SE 44TH CT.
BELLEVIEW, FL 34420

MITCHELL DAVIS
CO-VICE-PRESIDENT
2880 SW 146TH AVE.
OCALA, FL 34481

ARTICLE IX - INCORPORATORS

The name and address of the incorporators are:

LARRY MITCHELL
SECRETARY/TREASURER
5550 SE 135TH ST.
SUMMERFIELD, FL 34491
(352) 307-9117

BRUCE DAVIS
PRESIDENT
11172 SE 128TH PL. RD.
OCKLAWAHA, FL 32179
(352) 288-0024

MICHAEL DAVIS
CO-VICE-PRESIDENT
9928 SE 44TH CT.
BELLEVIEW, FL 34420

MITCHELL DAVIS
CO-VICE-PRESIDENT
2880 SW 146TH AVE.
OCALA, FL 34481

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation on this 29th day of May, 1998.

Larry Mitchell

LARRY MITCHELL
SECRETARY/TREASURER
5550 SE 135TH ST.
SUMMERFIELD, FL 34491
(352) 307-9117

Bruce Davis

BRUCE DAVIS
PRESIDENT
11172 SE 128TH PL. RD.
OCKLAWAHA, FL 32179
(352) 288-0024

Michael Davis

MICHAEL DAVIS
CO-VICE-PRESIDENT
9928 SE 44TH CT.
BELLEVIEW, FL 34420

Mitchell Davis

MITCHELL DAVIS
CO-VICE-PRESIDENT
2880 SW 146TH AVE.
OCALA, FL 34481

STATE OF FLORIDA;
COUNTY OF MARION;

The foregoing Article of Incorporation was acknowledged before me this 28th day of May, 1998 by LARRY MITCHELL, BRUCE DAVIS, MICHAEL DAVIS, MITCHELL DAVIS who stated that they have read the above and foregoing Articles of Incorporation of SOUTHERN PRIDE SPEEDWAY, INC., that they know the contents and that they understand them and who have produced Florida Driver's Licenses as identification and who did take an oath each.

Kevin Palley
Notary Public

Commission # _____

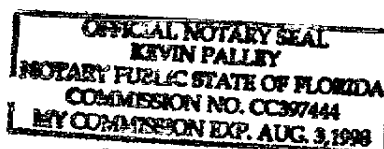
My Commission Expires _____

SIMULTANEOUS ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT OF SOUTHERN PRIDE SPEEDWAY, INC.

The undersigned, LARRY MITCHELL, pursuant to Sect. 607.034 (3), Fla. Stat. (1995) hereby accepts the appointment as registered agent of SOUTHERN PRIDE SPEEDWAY, INC., and states that he is familiar with and accepts the obligations provided for in Florida Statute Sect. 607.325, Fla. Stat. (1995).

Larry Mitchell

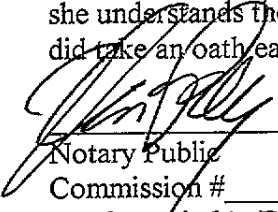
LARRY MITCHELL
5550 SE 135TH ST.
SUMMERFIELD, FL 34491
(352) 307-9117



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA;
COUNTY OF MARION;

The foregoing Article of Incorporation was acknowledged before me this 29th day of May, 1998 by LARRY MITCHELL, who stated that he has read the above and foregoing Articles of Incorporation of SOUTHERN PRIDE SPEEDWAY, INC., that he knows the contents and that she understands them and who has produced Florida Driver's License as identification and who did take an oath each.


Notary Public

Commission # _____

My Commission Expires _____

