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GARDNER AND TEPPER
A Partnership of
Professional Associations

Robert M. Gardner, P.A.

Frank J. Tepper
Of Counsel

Scott C. Tepper, P.A.

TRANSMITTAL LETTER

June 16, 1998

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 19 PM 1:08

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

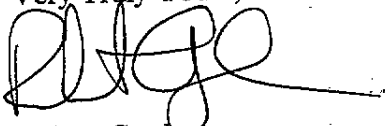
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-06/19/98--01081--007
****122.50 ****122.50

Re: Corporate Formation
Newmarket Motor Sports, Inc.

Dear Sir or Maam:

Enclosed please find an original and one copy of the Articles of Incorporation and a Designation of Resident Agent for the above-captioned corporation, and a check in the amount of \$122.50.

Very Truly Yours,



Robert Gardner

120 East Granada Boulevard, Ormond Beach, Florida 32176
Volusia Telephone: (904) 677-6475 Flagler Telephone: (904) 445-1227
Facsimile: (904) 672-0452

D. BROWN JUN 22 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 19 PM 4:08

ARTICLES OF INCORPORATION

OF

Newmarket Motor Sports, Inc.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I NAME

The name of the corporation shall be: Newmarket Motor Sports, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3520 South Nova Road
Port Orange, FL 32119

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue is thirty (30) shares, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Robert M. Gardner
120 East Granada Boulevard
Ormond Beach, FL 32176

ARTICLE V INCORPORATOR

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

Brian O'Dwyer
3520 South Nova Road
Port Orange, FL 32119

ARTICLE VI INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

The undersigned has executed these Articles of Incorporation this 6 day of June 1998



Brian O'Dwyer, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

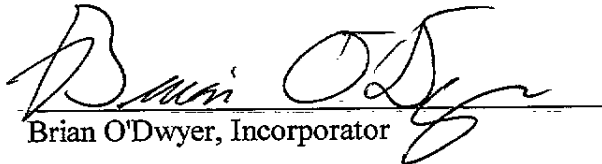
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.


1. The name of the corporation is: Newmarket Motor Sports, Inc.
2. The name and address of the registered agent and office is:

Robert M. Gardner
120 East Granada Boulevard
Ormond Beach, FL 32176

Signature:

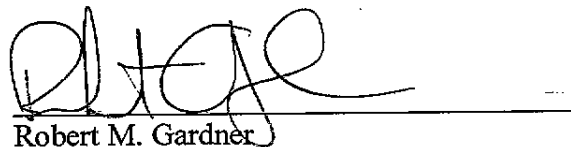

Brian O'Dwyer, Incorporator

Date:



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.

Signature:


Robert M. Gardner

Date:

