

Law Offices

GARGANO & MARCHEWKA, L.L.P.

2075 West First Street, Suite 203
Fort Myers, Florida 33901
941-337-2280
FAX 941-337-7705

Anthony J. Gargano

Please reply to:
P.O. Box 2527
Fort Myers, Florida 33902-2527

June 8, 1998

Secretary of State
Division of Corporations
Post Office Box 6237
Tallahassee, Florida 32314

400002554094--5
-06/10/98-01013-014
****122.50 ****122.50

Re: Articles of Incorporation for Road Runner, Inc.

Dear Sir:

Enclosed please find one original and one (1) copy of the Articles of Incorporation of **Road Runner, Inc.** I am also enclosing a check made payable to the Secretary of State in payment of your required fees as follows:

Filing Fee:	\$35.00
Registered Agent Filing Fee:	35.00
Certified Copy Fee:	<u>52.50</u>

TOTAL: \$122.50

After the Articles have been filed, please furnish me with a certified copy. Thank you for your cooperation and assistance in connection with this matter.

Sincerely,

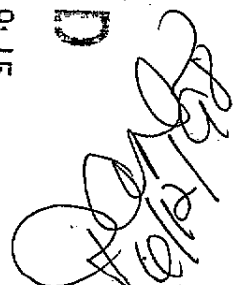
GARGANO & MARCHEWKA, L.L.P.



Anthony J. Gargano

AJG/dc
enclosures
cc: client

FILED
98 JUN 27 AM 9:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA





FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 12, 1998

ANTHONY J. GARGANO
2075 WEST FIRST STREET
SUITE 203
FORT MYERS, FL 33901

SUBJECT: ROAD RUNNER, INC.
Ref. Number: W98000013564

We have received your document for ROAD RUNNER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 698A00032988

Law Offices

GARGANO & MARCHEWKA, L.L.P.

2075 West First Street, Suite 203

Fort Myers, Florida 33901

941-337-2280

FAX 941-337-7705

Anthony J. Gargano

Please reply to:

P.O. Box 2527

Fort Myers, Florida 33902-2527

June 25, 1998

Secretary of State

Division of Corporations

Post Office Box 6237

Tallahassee, Florida 32314

Re: Articles of Incorporation for Road Runner Motor Sports, Inc.

Dear Sir:

I have enclosed one original and one (1) copy of the Articles of Incorporation of **Road Runner Motor Sports, Inc.** and a copy of your June 12, 1998 letter. These Articles replace my previous submission. After the Articles have been filed, please furnish me with a certified copy. Thank you for your cooperation and assistance.

Sincerely,

GARGANO & MARCHEWKA, L.L.P.



Anthony J. Gargano

AJG/dc
enclosures
cc: client

ARTICLES OF INCORPORATION

OF

Road Runner Motor Sports, Inc.

FILED
98 JUN 27 AM 9:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.0202, Florida Statutes, the undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do/does hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME

The name of the Corporation is **Road Runner Motor Sports, Inc.**

ARTICLE 2. DURATION

The duration of the corporation is perpetual.

ARTICLE 3. PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act. No other purpose limits this general purpose in any way.

B. To do other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100 shares of common stock. Those shares shall be of a single class and shall have a par value of one dollar (\$1.00) per share.

ARTICLE 5. PRINCIPAL OFFICE

The principal office and the mailing address for the corporation is **1685 County Road 951 Naples, Florida 34116.**

ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is **2075 West First Street, Suite 203 Fort Myers, Florida 33901** and the name of its Registered Agent at that address is **Anthony J. Gargano.**

ARTICLE 7. INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each initial Directors of the Corporation is as follows:

Jeff Darragh
1685 County Road 951
Naples, Florida 34116

Jeff K. Reese
1685 County Road 951
Naples, Florida 34116

ARTICLE 8. INCORPORATORS

The name and address of the Incorporator is as follows:

Anthony J. Gargano
2075 West First Street, Suite 203
Ft. Myers, Florida 33901

ARTICLE 9. AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE 10 INDEMNIFICATION

The corporation shall indemnify each officer, director, incorporator and registered agent including former officers, directors, incorporators, and registered agent to the full extent permitted by law.

ARTICLE 11 STOCK TRANSFER RESTRICTIONS

Shares of stock owned by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in the proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article and which may also include the corporation as a party.

ARTICLE 12 BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

ARTICLE 13 COMMENCEMENT OF CORPORATION EXISTENCE

In accordance with Section 607.0203(1), Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles Of Incorporation.

ARTICLE 14 SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the Shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares entitled to vote shall be an act of the Shareholders.

ARTICLE 15 DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum at a meeting of the Directors. If a quorum is present, the affirmative vote of a majority of all the Directors of the Corporation shall be an act of the Board of Directors.

ARTICLE 16 DIVIDENDS

Dividends may be paid to the Shareholders.

ARTICLE 17 INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting, if consent in writing, setting forth the action so taken shall be signed by all of the persons who are entitled to vote on such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.


ARTICLE 18 INFORMAL DIRECTOR ACTION

Any action of the Board of Directors may be taken without a meeting, if consent in writing, setting forth the action so taken shall be signed by all of the persons who are entitled to vote on such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE 19 SHAREHOLDER AGREEMENT


The Shareholders or subscribers to stock of this corporation shall be authorized to enter into any agreement between themselves and with the Corporation abridging, limiting, restricting or changing the rights or interests of any one or more of the Shareholders or subscribers of stock to sell, assign, mortgage, pledge, hypothecate, or transfer on the books of the corporation any and all of the shares of the Corporation. A copy of the agreement shall be filed with the Corporation and all certificates of stock shall state that they are subject to the terms of the agreement and the stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and conditions of the Agreement.

IN WITNESS WHEREOF the undersigned has signed these Articles of Incorporation on June 25, 1998.


Anthony J. Gargano

STATE OF FLORIDA }
COUNTY OF LEE }

The foregoing instrument was acknowledged before me this 25th day of June, 1998 by Anthony J. Gargano, who is personally known to me and who did not take an oath.


Notary Public
Diana M. Celia
(Typed name)

My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, 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 **Road Runner Motor Sports, Inc.**
2. The name and address of the registered agent is: **Anthony J. Gargano.**
3. The address of the registered office of the Corporation is: **2075 West First Street, Suite 203
Fort Myers, Florida 33901**

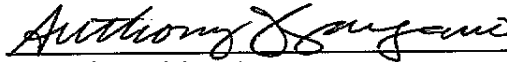


Anthony J. Gargano, Incorporator

6/25/98

Date

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.



As Registered Agent

6/25/98

Date

FILED
98 JUN 27 AM 9:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA