

P980000062326

LAW OFFICE OF
PHILIP A. THARP

SUITE 150
612 EAST COLONIAL DRIVE
ORLANDO, FLORIDA 32803

Board Certified in Taxation
TELEPHONE: (407) 849-1054
TELECOPIER: (407) 849-1405

July 10, 1998

VIA FEDERAL EXPRESS

Office of the Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Re: NP Racing, Inc.

700002587157--8
-07/13/98--01121--009
****122.50 ****122.50

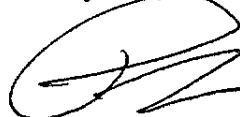
Gentlemen:

Enclosed for filing are an original and one executed copy of the Articles of Incorporation for the above-named corporation which need to be filed as soon as possible. Also enclosed is my firm check in the amount of \$122.50 representing \$35.00 filing fee, \$52.50 for certified copy and \$35.00 for designation of resident agent. After the Articles have been filed, please certify the enclosed copy and return it to me at the above address.

Please note that the effective date of incorporation is July 10, 1998, the date Articles of Incorporation were signed.

Thank you for your assistance in this matter.

Very truly yours,



Philip A. Tharp

FILED
98 JUL 13 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAT:jcb

enclosures

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Bmc
7/15/98

EFFECTIVE DATE

7-10-98

ARTICLES OF INCORPORATION
OF
NP RACING, INC.

FILED
98 JUL 13 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this Corporation is NP RACING, INC.

EFFECTIVE DATE

7-10-98

ARTICLE II

PRINCIPAL OFFICE

The address of the principal office of this Corporation is 612 East Colonial Drive, Suite 150, Orlando, Florida 32803, and the mailing address is the same.

ARTICLE III

DURATION

This Corporation shall have perpetual existence commencing on the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE IV

PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$10.00 par value common stock.

ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 612 East Colonial Drive, Suite 150, Orlando, Florida 32803, and the name of the initial registered agent of this Corporation at such address is PHILIP A. THARP.

ARTICLE VII
INITIAL DIRECTOR

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the bylaws, but shall never be less than one. The name and address of the initial director of the Corporation are as follows:

PHILIP A. THARP
612 East Colonial Drive
Suite 150
Orlando, Florida 32803

ARTICLE VIII
INCORPORATOR

The name and address of the Corporation's incorporator are as follows:

PHILIP A. THARP
612 East Colonial Drive
Suite 150
Orlando, Florida 32803

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida Law existing now or hereinafter enacted.

IN WITNESS WHEREOF, I have subscribed my name this 10th day of July, 1998.

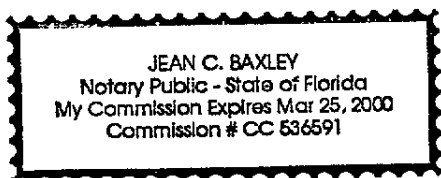


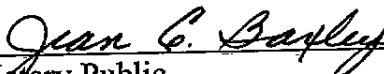
PHILIP A. THARP, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The forgoing instrument was acknowledged before me by PHILIP A. THARP who is personally known to me or who has produced a current Florida driver's license as identification and who did take an oath.

Subscribed and sworn to before me this 10th day of July, 1998.






Notary Public
My Commission Expires: March 25, 2000

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in these Articles of Incorporation, 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.

Dated: July 10, 1998


PHILIP A. THARP, Resident Agent

FILED
98 JUL 13 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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