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JOHNSTON & SASSER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

MAILING ADDRESS:

POST OFFICE BOX 997
BROOKSVILLE, FLORIDA 34605-0997

29 SO. BROOKSVILLE AVE.
BROOKSVILLE, FLORIDA
TELEPHONE: (352) 796-5123
FAX: (352) 799-3187

4074 COMMERCIAL WAY
SPRING HILL, FLORIDA
TELEPHONE: (352) 688-7490

JOSEPH E. JOHNSTON, JR.
DAVID C. SASSER
DARRYL W. JOHNSTON
ROBERT B. BATTISTA

August 28, 1998

Division of Corporations
Department of State
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

RE: S. B. III, INC.

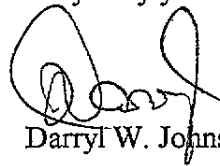
Gentleman:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,



Darryl W. Johnston

DWJ:bsj
Enclosures
cc: Scott Barbour

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -2 AM 11:12

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ARTICLES OF INCORPORATION

OF

S. B. III, INC.

FILED
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DIVISION OF CORPORATIONS
98 SEP -2 AM 11:12

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is S. B. III, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

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

A. To engage in:

1. The operation of one or more motor racing teams and all business related thereto;

2. The business as an agent for motor racing advertising; and

3. Any other lawful business.

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

C. To do such other things as are incidental to the purposes of the Corporation or

necessary or desirable in order to accomplish them.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1,000) shares of common stock. Such shares shall be of a single class and shall have no par value per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation and the street address is Darryl W. Johnston, 29 South Brooksville Avenue, Brooksville, FL 34601. The principal office and mailing address of this corporation is 21125 Cortez Boulevard, Brooksville, FL 34601.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The names and addresses of the initial Board of Directors of this corporation are:

NAME

ADDRESS

Scott G. Barbour

21125 Cortez Boulevard
Brooksville, FL 34601

ARTICLE VII - INCORPORATOR(S)

The name and address of the Incorporator is:

NAME

ADDRESS

Scott G. Barbour

21125 Cortez Boulevard
Brooksville, FL 34601

ARTICLE VIII - PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class of classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE IX - STOCK TRANSFER RESTRICTIONS

Shares held 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 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 X - 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.

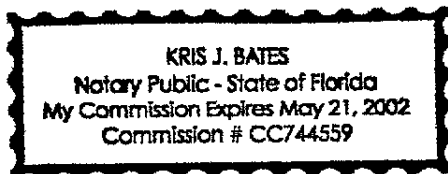
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of August, 1998.



Scott G. Barbour

STATE OF FLORIDA
COUNTY OF HERNANDO

THE foregoing Articles of Incorporation were signed and acknowledged before me by Scott G. Barbour, who is personally known to me or who produced _____ as identification, and who did not take an oath, this 25th day of August, 1998.



Notary Public

CERTIFICATE OF DESIGNATION **REGISTERED AGENT/REGISTERED OFFICE**

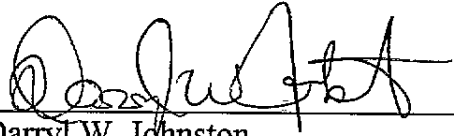
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -2 AM 11:12

1. The name of the corporation is **S. B. III, INC.**
2. The name and address of the registered agent and office is:

Darryl W. Johnston, 29 South Brooksville Avenue, Brooksville, FL 34601

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.


Darryl W. Johnston

8/27/98
Date