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LAW OFFICES OF
MELAND & RUSSIN, P.A.
2420 FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

JEFFREY S. BERLOWITZ

TELEPHONE (305) 358-6363
TELEFAX (305) 358-1221

September 18, 1998

VIA OVERNIGHT DELIVERY

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: **Incorporation of Trackside Marketing, Inc.**

Ladies and Gentlemen:

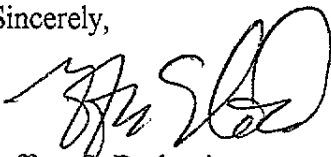
I am enclosing for filing one original and one copy of the executed and notarized Articles of Incorporation for the above-referenced corporation.

Also, enclosed is a check in the amount of \$122.50 representing all filing fees and costs.

Please send us a certified copy of the filed Articles of Incorporation at your earliest opportunity in the stamped and self-addressed envelope provided for your convenience.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,



Jeffrey S. Berlowitz

JSB/aa
Enclosures

cohen/secretary.ltl

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
TRACKSIDE MARKETING, INC.

ARTICLE I - Name

The name of the corporation is Trackside Marketing, Inc. (the "Corporation").

ARTICLE II - Purpose

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

ARTICLE III - Capital Stock

The Corporation is authorized to issue 10,000 shares of US \$.01 par value common stock. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

ARTICLE IV - Initial Registered Office and Agent

The name of the initial registered agent of the Corporation and the street address of the registered office of this Corporation is:

Mark S. Meland, Esq.
Meland & Russin, P.A.
200 S. Biscayne Boulevard
Suite 2420
Miami, Florida 33131

ARTICLE V - Corporate Mailing Address

The principal office and mailing address of the Corporation is

P.O. Box 10156
Daytona Beach, Florida 32114

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ARTICLE VI - Incorporator

The name and address of the Incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Jeffrey S. Berlowitz	Meland & Russin, P.A. 200 S. Biscayne Blvd. Suite 2420 Miami, Florida 33131

ARTICLE VII - Officers and Directors

The name and address of the initial Officers of the Corporation are as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	M. Bernie Herman	P.O. Box 10156 Daytona Beach, Fl. 32114

ARTICLE VIII - Powers

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE X - Fiscal Year

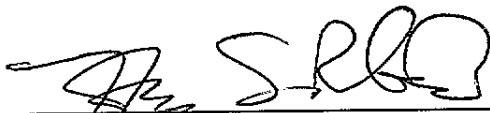
The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

ARTICLE XI - Duration

The duration of the Corporation is perpetual, unless sooner

liquidated or dissolved in accordance with law.

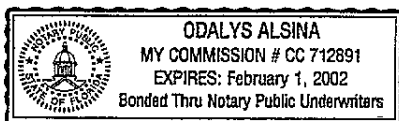
The undersigned has executed these Articles of Incorporation this 18th day of September, 1998.



Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, JEFFREY S. BERLOWITZ personally appeared who is personally known to me and who, after being duly sworn, did freely and voluntarily acknowledge that, according to law, he made and subscribed the foregoing Articles of Incorporation of Trakside Marketing, Inc.

IN WITNESS WHEREOF, I have set my hand and affixed my seal of office to this document this 18th day of September, 1998.




Notary Public, State of Florida
At Large
Print Name: ODALYS ALSINA
Commission No.

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DIVISION OF CORPORATIONS
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My commission expires:

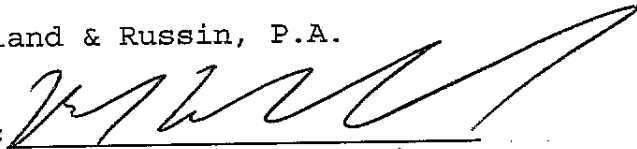
ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for at the place designated in the Articles of Incorporation, Meland & Russin, P.A., agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0501(3), Fla. Stat. (1990), relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

Dated this 18th day of September, 1998.

Meland & Russin, P.A.

By:


MARK MELAND, President