

P98000100321
TRANSMITTAL LETTER

FILED
98 NOV 25 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

EFFECTIVE DATE
12-1-98

SUBJECT: Whisper Motorsports, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

300002696323--8
-11/25/98--01034--015
*****78.75 *****78.75

FROM: Margaret E. Logan
Name (printed or typed)
12003 49th St. N, Suite 301
Address
Clearwater, FL 33762
City, State & Zip
727-573-1292
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

CB
12-2-98
4

EFFECTIVE DATE

12-1-98

CERTIFICATE OF INCORPORATION

OF

WHISPER MOTORSPORTS, INC.

FILED
98 NOV 25 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

**FIRST
IDENTIFICATION**

The name of the corporation, hereinafter referred to as "Corporation", is **Whisper Motorsports, Inc.**

**SECOND
PERIOD OF EXISTENCE**

The period during which the corporation shall continue is perpetual.

**THIRD
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation is **12003 49th St. N, Suite 301, Clearwater, FL 33762**; mailing address of the Corporation is the same, and the name and address of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served is **Margaret E. Logan, PO Box 229, 1230 Bayshore Drive, Terra Ceia, FL 34250.**

**FOURTH
PURPOSE**

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of Florida.

**FIFTH
SHARES**

The total authorized capital stock of the Corporation is **Two Thousand (2000)** shares having a Par Value of None. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

**SIXTH
INCORPORATOR'S ADDRESS**

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

**Margaret E. Logan
PO Box 229
Terra Ceia, FL 34250**

**SEVENTH
DIRECTORS**

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the names and mailing addresses of persons who are to serve as directors until the first meeting of stockholders or until their successors are elected and qualify are as follows:

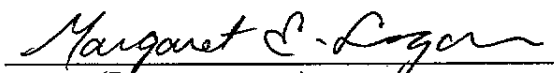
**BARRY H. LOGAN, PO BOX 229, TERRA CEIA, FL 34250
MARGARET E. LOGAN, PO BOX 229, TERRA CEIA, FL 34250**

**EIGHTH
INDEMNITY**

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be DECEMBER 1, 1998.

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of November 23, 1998


(Incorporator)

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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.

1. The name of the corporation is: Whisper Motorsports, Inc.

2. The name and address of the registered agent and office is:

Margaret E. Logan

(Name)

12003 49th St. N, Suite 301

(P.O. Box not acceptable)

Clearwater, FL 33762

(City/State/Zip)

FILED
98 NOV 25 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Margaret E. Logan
(Signature)

November 23, 1998
(Date)