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uivision of Corputations Fax Number : (850)922 4001 Fax Number

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FLORIDA PROFIT CORPORATION OR P.A.

O MOTOR SPORTS, INC.

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FLORIDA DEPARFMENT OF STATE Sandra H. Mortham Secretary of State

December 18, 1998

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SUBJECT: O MOTOR SPORTS, INC. REF: W98000028386

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Freida Chesser Corporate Specialist PAX Aud. #: E98000023686 Letter Number: 098A00059637



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ARTICLES OF INCORPORATION

OF

"O" MOTOR SPORTS, INC.

The undersigned, PAMELA J. CASQUILLA, acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

Σ

NAME AND ADDRESS:

The name of this Corporation shall be: "O" MOTOR SPORTS, INC.

The principal office of the Corporation will be:

7180 Palmdale Road W. Palm Beach, FL 33417

II

BUSINESS:

The general nature of the business and businesses to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of

Prepared by: IRA R. SIAPIRO, ESQ. 16375 NE 18 Avenue, # 225 N. Miami Boach, FL. 33162 AUSTRULL 2020 FEM-308943

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accomplishing any of the objects hereinabove mentioned shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, oither as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State and which now or hereafter may be authorized by law.

III

SHARES:

The authorized capital stock of this Corporation shall consist of: 1000 shares of common stock, \$1.00 par value.

IV

EXISTENCE:

The Corporation shall have perpetual existence.

REGISTERED OFFICE AND REGISTERED AGENT:

The initial street address of the Corporation's initial registered office is 7180 Palmdalo Road, W. Salm Beach, FL 33411. The initial Registered Agent for the Corporation is PAMELA J. CASQUILLE located at the initial registered office address of the Corporation.

¥Ι

DIRECTORS:

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and

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qualified.

VII

FIRST BOARD:

The following shall constitute the first Board of Directors of the Corporation:

NAME

<u>ADDRESS</u>

PAMELA J. CASQUILLA

7180 Palmdale Road W. Palm Beach, FL 33411

VIII

INCORPORATOR:

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

NAME

<u>ADDRESS</u>

PAMELA J. CASQUILLA

7180 Palmdale Road W. Palm Beach, FL 33411

IX

GENERAL PROVISIONS

- (a) The private proparty of the Stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.
- (b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.
- (c) A Director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United Charge the United States.
 - (d) The Corporation shall indemnify each Director and

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officer of the Corporation against all or any portion of any expenses reasonably incurred by her in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an Officer or Director of the Corporation (whether or not he continues to be an Officer or Director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Mismi, Flores this 18th day of Dec., 1998.

STATE OF FLORIDA) SET COUNTY OF DADE)

The foregoing instrument was acknowledged, swern to and subscribed before me by PAMELA J. CASQUILLA, this 18th day of Dec., 1998.

My Commission Expired

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

"O" MOTOR SPORTS, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That "O" MOTOR SPORTS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named PAMELA J. CASQUILLA, County of Dade, State of Florida, west falm Beach, FL 33411, County located at 7160 Palmedale Road, West falm Beach, FL 33411, County of Falm Beach, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the abovestated Corporation, at place designated in this Cartificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

> PAMELA J. CASQUILLA Registered Agent

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