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James E. Johnson II

FILED
98 DEC 28 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P98000107653

December 23, 1998

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

600002723246--5
-12/28/98-01075-011
*****78.75 *****78.75

Re: Racestar Motorsports, Inc.

Dear Sir/Madam:

Enclosed please find the executed Articles of Incorporation and Certificate Designating Registered Agent for Racestar Motorsports, Inc. I have also enclosed a check in the amount of \$78.75 for the filing fee.

Please file the original Articles and return a date stamped copy to this office in the enclosed, self addressed, stamped envelope.

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

Sincerely,

SIGNED IN MY ABSENCE
TO AVOID DELAY IN MAILING

James E. Johnson, II

JEJ/sam
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHARON

DEC 29 1998

**ARTICLES OF INCORPORATION
OF**

RACESTAR MOTORSPORTS, INC.

The undersigned subscriber to these Articles Incorporation is a natural person, competent to contract, and hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be Racestar Motorsports, Inc..

ARTICLE II - NATURE OF BUSINESS

The purpose of this Corporation is to engage in every aspect of motor sports sales, advertising and sponsorship, and to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Hundred (100) shares of common stock, each share having \$.10 par value per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the original registered office of this corporation shall be 8132 North Orange Blossom Trail, Orlando, Florida 32810, and the name of the initial registered agent of

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SECRETARY OF STATE

this Corporation at that address is TODD A. VALLANCOURT.

ARTICLE VI - DIRECTORS

The number of Directors may be increased from time to time in the manner set forth in the By-Laws, but the number of Directors shall never be less than two (2).

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN GILLAM THOMAS	218 Harbor View Lane Largo, Florida 33770
TODD A. VALLANCOURT	8132 North Orange Blossom Trail Orlando, Florida 32810

The persons named as Directors of the Corporation are of full age and residents of the United States.

ARTICLES VIII - INITIAL OFFICERS

The Corporation's initial officers shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
TODD A. VALLANCOURT, President	8132 North Orange Blossom Trail Orlando, Florida 32810
JOHN GILLAM THOMAS, Vice President/Secretary/ Treasurer	218 Harbor View Lane Largo, Florida 33770

ARTICLE IX - INCORPORATORS

The name of the person signing these Articles of Incorporation

is TODD A. VALLANCOURT, whose address is 8132 North Orange Blossom Trail, Orlando, Florida 32810.

ARTICLE X - BY-LAWS

The initial By-Laws of the Corporation shall be adopted by the Board of Directors at the organizational meeting; thereafter the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Shareholders of the Corporation.

ARTICLE XI - PRINCIPAL OFFICE

The principal office of this Corporation shall be 8132 North Orange Blossom Trail, Orlando, Florida 32810.


IN WITNESS WHEREOF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 23 day of December, 1998.


TODD A. VALLANCOURT, Incorporator

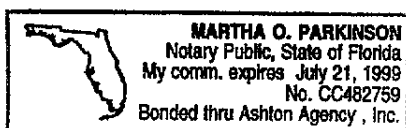
STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared TODD A. VALLANCOURT, who provided personally known as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State named above this 23rd day of December, 1998.


NOTARY PUBLIC

My Commission Expires:



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TALLAHASSEE, FLORIDA

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

TODD A. VALLANCOURT, President of Racestar Motorsports, Inc.

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

That Racestar Motorsports, Inc., desiring to organize
under the laws of the State of Florida with its principal office,
as indicated in the Articles of Incorporation at City of Orlando,
County of Orange, State of Florida, has named TODD A. VALLANCOURT
located at Orlando, Orange County, Florida, as its agent to accept
service of process within this State.

ACKNOWLEDGMENT:

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


TODD A. VALLANCOURT
as Registered Agent