

William G. & Darleen D. Martin
7123 Betty Street
Winter Park, FL 32792
407-677-9710

P99000019223

February 23, 1999

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*****78.75 *****78.75

Florida Secretary of State
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

Gentlemen:

Enclosed for filing are two copies of **ARTICLES OF INCORPORATION FOR MARTIN RACING, INC.** and a check in the amount of \$78.75 to cover the cost of filing these articles.

Please return one certified copy to the undersigned. If you have any questions, please contact us immediately.

Very truly yours,


William G. Martin


Darleen D. Martin

WGM/DDM/ddm
Enclosures

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ARTICLES OF INCORPORATION
OF
MARTIN RACING, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

Article I
Name

The name of the corporation is MARTIN RACING, INC.

Article II
Duration

This corporation shall exist perpetually.

Article III
Purposes

The corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

Article IV
Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having a par value of \$0.0001, and 25,000 shares of stock preferred as to dividends having a par value of \$0.10 per share.

Article V
Principle Place of Business

The address of the principal place of business of the corporation is:

7123 Betty Street
Winter Park, Florida 32792

Article VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 7123 Betty Street, Winter Park, Florida 32792, and the name of the initial registered agent of this corporation is Darleen D. Martin.

Article VII
Directors

Section 6.1 Number. This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and street address of the initial directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
William G. Martin	7123 Betty Street Winter Park, Florida 32792
Darleen D. Martin	7123 Betty Street Winter Park, Florida 32792

Article VIII
Incorporators

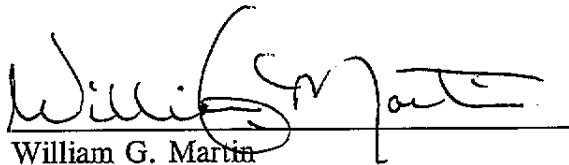
The name and street address of the incorporators of this corporation is:

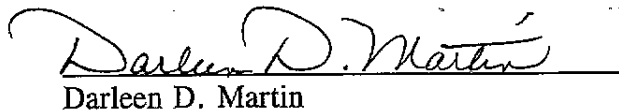
<u>NAME</u>	<u>STREET ADDRESS</u>
William G. Martin	7123 Betty Street Winter Park, Florida 32792
Darleen D. Martin	7123 Betty Street Winter Park, Florida 32792

Article IX
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporators have executed these Articles of Incorporation this 23rd day of February, 1999.

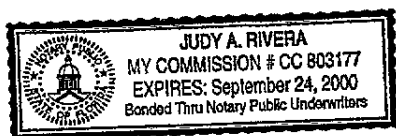

William G. Martin

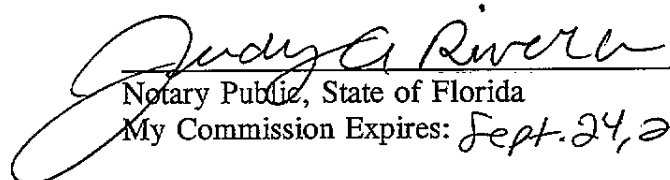

Darleen D. Martin

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23rd day of February, 1999.





Notary Public, State of Florida
My Commission Expires: Sept. 24, 2000

CERTIFICATE DESIGNATING REGISTERED OFFICE AND
REGISTERED
AGENT AND STREET ADDRESS FOR SERVICE OF PROCESS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In compliance with Florida Statutes Section 48,091,607.034, the following is submitted:

MARTIN RACING, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates Darleen D. Martin as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 7123 Betty Street, Winter Park, Florida 32792.


William G. Martin

Dated: FEB. 23 1999

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Darleen D. Martin

Dated: February 23, 1999