

P.99000024589



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 170124 129520A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 16, 1999

ORDER TIME : 9:40 AM

ORDER NO. : 170124-005

CUSTOMER NO: 129520A

CUSTOMER: Mr. Edwin Mansfield
MANSFIELD PRODUCTIONS, INC.
MANSFIELD PRODUCTIONS, INC.
Building 22
1000 Universal Studio Plaza
Orlando, FL 32819

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*****70.00 *****70.00

DOMESTIC FILING

NAME: KIDS'N MOTORSPORTS
ENTERTAINMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

509
W99-6379

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 16 PM 2:36

g 3/17/99

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99 MAR 16 AM 11:29
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 16, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: KIDS 'N MOTORSPORTS ENTERTAINMENT, INC.
Ref. Number: W99000006379

RESUBMIT
Please give original
submission date as file date.

We have received your document for KIDS 'N MOTORSPORTS ENTERTAINMENT, INC.. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 099A00012708

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**ARTICLES OF INCORPORATION
OF
KIDS 'N MOTORSPORTS ENTERTAINMENT, INC.**

1.

The name of the corporation is:

KIDS 'N MOTORSPORTS ENTERTAINMENT, INC.

2.

The principal office address is:

**1000 Universal Studios Plaza; Bldg. 22
Orlando, Florida 32819**

3.

The corporation shall have perpetual duration.

4.

The corporation is a corporation for profit and is organized to engage in the production, exploitation, distribution, investment and participation in motion pictures; and the general business of entertainment, management, merchandising, marketing, music publishing, leasing, licensing and other activities in all areas of the motion picture and entertainment industries; and further, the corporation shall have the authority to engage in any work, service or pursuit in aid of its general objects above stated and to do all such other acts not specifically prohibited to corporations for profit under the laws of the State of Florida, and the corporation shall have all powers necessary to conduct such business and engage in such activities including, but not limited to, the powers enumerated in the Florida Business Corporation Code or any amendment thereto.

5.

The corporation shall have authority to issue not more than 1,000 shares of common stock at no par value per share.

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6.

The corporation shall not commence business until it shall have received not less than \$100 in payment for the issuance of shares of stock.

7.

No holder of shares of any class of capital stock of the corporation shall have preemptive rights, and the corporation shall have the right to issue and to sell, to any person or persona, any shares of its capital stock or any option rights or any securities having conversion or option rights, without first offering such shares, rights or securities to any holders of shares of any class of capital stock of the corporation.

8.

The initial registered office of the corporation is: 1000 Universal Studios Plaza; Bldg. 22; Orlando, FL.; 32819. The initial registered agent of the corporation is Edwin Mansfield.

9.

The initial Board of Directors shall consist of two members, whose names and addresses are as follows:

Edwin Mansfield
President/CEO
7246 Della Drive
Orlando, FL. 32819

Melanie Davies
Secretary
7246 Della Drive
Orlando, FL. 32819

The number of members of the Board of Directors may be increased by resolution of the then existing directors, as provided in the by-laws, to up to fifteen members.

10.

The name and address of the incorporator is:

Edwin Mansfield
7246 Della Drive
Orlando, Florida 32819

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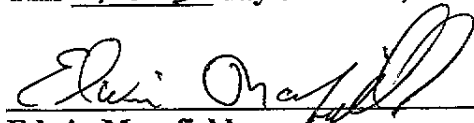
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11.

The corporation shall have the power, upon the adoption of a resolution by its Board of Directors, to make contributions to its shareholders out of its capital surplus and to purchase its own shares of the unreserved and unrestricted capital surplus available therefor. Shares of the corporation that have been purchased, redeemed or otherwise re-acquired by the corporation shall be cancelled.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation for KIDS 'N MOTORSPORTS ENTERTAINMENT, INC.

This 15th day of March, 1999.


Edwin Mansfield
President/CEO and Registered Agent

I hereby accept and am familiar
with the duties of being Registered
Agent.