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May 14, 1999

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32399

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-05/24/99--01057--002

****122.50 *****78.75

Gentlemen:

Enclosed please find the Articles of Incorporation for DJ Motorsports Inc. Also enclosed is a check in the sum of \$122.50 for the filing fee of the Articles, Registered Agent Designation, and a Certified copy of the Articles.

If you have any questions regarding the filing of the enclosed documentation, please do not hesitate to call me.

Very truly yours,



Anne M. Malley, Esquire

AMM/dsg



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1999 MAY 24 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 26 1999

**ARTICLES OF INCORPORATION OF
DJ MOTORSPORTS INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is DJ MOTORSPORTS INC.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is PERPETUAL.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business].

2. To do such other thing as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 3,000. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE FIVE
REGISTERED OFFICE AND AGENT**

The street address of the initial office of the corporation is 2636 B First Avenue, Fernandina Beach, FL 32034, and the name of its initial registered agent is William M. Golson, Esquire, and the registered agent's office is 1230 South Myrtle Ave., Suite 105, Clearwater, FL 33756.

**ARTICLE SIX
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is three. The name and address of each person who is to serve as a member of the initial board of directors is:

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TALLAHASSEE, FLORIDA

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Name	Address
Douglas William Hoelzle, Jr., President	2636 B First Avenue Fernandina Beach, FL 32034
Douglas William Hoelzle, Sr., Vice-President	125 Habor Drive Palm Harbor, FL 34683
Margret R. Hoelzle, Secretary	125 Habor Drive Palm Harbor, FL 34683

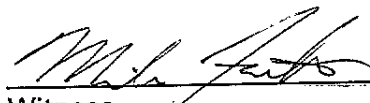
**ARTICLE SEVEN
INCORPORATORS**

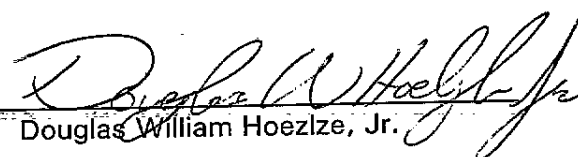
The name and address of each incorporator is:

Name	Address
Douglas William Hoelzle, Jr.	2636 B First Avenue Fernandina Beach, FL 32034

Executed by the undersigned at Fernandina Beach on

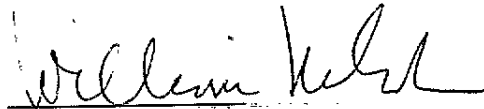
May 21, 1999.


Witness


Douglas William Hoelzle, Jr.

ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for DJ MOTORSPORTS, INC., at the registered office located at 1230 South Myrtle Avenue, Clearwater, Florida 34616, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent under §607.0501 F.S.



WILLIAM M. GOLSON

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