

099000085581



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 387450 8739A

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 70

ORDER DATE : September 27, 1999

ORDER TIME : 11:25 AM

100002998861--4

ORDER NO. : 387450-005

CUSTOMER NO: 8739A

CUSTOMER: Jonathan Shepard, Esq
SIEGEL LIPMAN DUNAY & SHEPARD,
SIEGEL LIPMAN DUNAY & SHEPARD,
Suite 801
5355 Town Center Road
Boca Raton, FL 33486

DOMESTIC FILING

NAME: MOTORSPORTS MARKETING &
MERCHANDISING CORP.

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: Christine Lillich

EXAMINER'S INITIALS:

cg 9/28/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 27 AM 10:23

**ARTICLES OF INCORPORATION
OF
MOTORSPORTS MARKETING & MERCHANDISING CORP.**

**ARTICLE 1
NAME**

The name of this Corporation is Motorsports Marketing & Merchandising Corp.

**ARTICLE 2
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be 2301 NW 33rd Court, Suite 104, Pompano Beach, Florida 33069.

**ARTICLE 3
MAILING ADDRESS**

The mailing address of this Corporation shall be 2301 NW 33rd Court, Suite 104, Pompano Beach, Florida 33069.

**ARTICLE 4
PURPOSES AND POWERS**

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE 5
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is One Million (1,000,000) shares of Common Stock having a par value of \$.001 per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5355 Town Center Road, Suite 801, Boca Raton, Boca Raton, Florida 33486, and the name of the initial registered agent of this Corporation at that address is Jonathan L. Shepard.

ARTICLE 7
INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is Jonathan L. Shepard, 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486.

ARTICLE 8
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

The undersigned Incorporator has executed these Articles of Incorporation this 24th day of September 1999.



Jonathan L. Shepard, Incorporator

**CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR
MOTORSPORTS MARKETING & MERCHANDISING CORP.**


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 27 AM 10:23

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

Motorsports Marketing & Merchandising Corp., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Jonathan L. Shepard, located at 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486, County of Palm Beach, as its registered agent for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service 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 and I accept the duties and obligations as set forth in Section 607.0505, Florida Statutes.


Jonathan L. Shepard