



Department of State

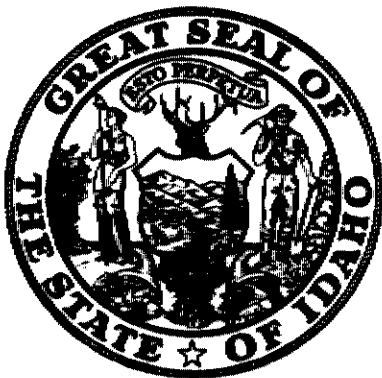
**CERTIFICATE OF INCORPORATION
OF**

BARTON RACING, INC..

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: March 1, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by *Sandra M. Mauney*

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ARTICLES OF INCORPORATION OF

BARTON RACING, INC.

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THE UNDERSIGNED, Acting as incorporators of a corporation under the Idaho Business Incorporation Act, adopt the following Articles of Incorporation for such corporation.

I

The name of the corporation is BARTON RACING, INC..

II

The period of its duration is perpetual.

III

The purposes for which the corporation is organized are:

A. To carry on the business of the sport of competitive racing.

B. To carry on any other kind of business or business activities that the Board of Directors may from time to time deem to be advisable or proper in connection with the business of racing.

C. To purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements, or property, real and personal, which may be requisite for the purposes or are capable of being conveniently used in connection with any of the objects of this corporation, and to enter into, make, perform and carry out contracts of every sort and kind with any person, and to acquire and take over the good will, property,

rights, franchises and assets of every kind and the liabilities of any person, firm, association, or corporation, either wholly or in part, and to pay for the same in cash, stocks or bonds of the corporation, or otherwise.

D. In the purchase of or acquisition of property, business rights or franchises or for any other object in and about its business or affairs, to incur debt and to borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, notes, and other evidences of indebtedness.

E. Without in any particular way limiting any of the objects or purposes or powers of the corporation, the business or purposes of the company shall be empowered from time to time to do any one or more or all of the acts and things herein set forth and to engage in the general commercial business, and all such other acts, things, and business in any way connected therewith or auxiliary thereto.

F. To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

IV

The aggregate number of shares which the corporation shall have authority to issue is:

<u>TYPE</u>	<u>NUMBER</u>	<u>PAR</u>	<u>AGGREGATE</u>
Common	100	No	100

V

Provisions denying preemptive rights are: None.

VI

Provisions for the regulation of the internal affairs of the corporation are: None.

VII

The address of the initial registered office of the corporation is Route 2, Box 5760, Twin Falls, Idaho 83301, and the name of its initial registered agent at such address is Robert L. Barton.

VIII

The number of directors constituting the initial board of directors of the corporation is one (1). This number may be changed by the bylaws of the corporation, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Robert L. Barton	Route 2, Box 5760 Twin Falls, Idaho 83301

IX

The name and address of each incorporator is:

NAME	ADDRESS
Robert L. Barton	Route #2, Box 5760 Twin Falls, Idaho 83301

DATED THIS 29 day of February, 1988.

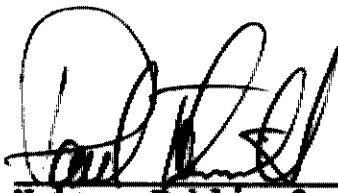


Robert L. Barton

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 29 day of February, 1988, before me, the undersigned Notary Public in and for said County and State, personally appeared Robert L. Barton, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public for Idaho
Residing at: Twin Falls, Idaho
Commission Exp. 1994