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September 1, 1999

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Secretary of State
Division of Corporations
P.O. Box 5367
Tallahassee, Florida 32302-1500

RE: Name Change

Dear Sir/Madam:

Please be advised that the undersigned represents Grand Prix Race-O-Rama, Inc. in regard to this matter.

Enclosed with this letter of release please find a completed Amendment for Name Change Form indicating that Grand Prix Race-O-Rama, Inc., a Florida corporation, is changing its name to GPROR, Inc. The purpose of this name change is to allow the release of the name Grand Prix Race-O-Rama so that it might be obtained by Festival Fun Parks, LLC as a fictitious name.

Therefore, also please find enclosed with this letter of release a letter of consent from Festival Fun Parks, LLC indicating that they are consenting and intend to take the name Grand Prix Race-O-Rama; together with a Fictitious Name Form Filing reflecting this intention.

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99 SEP -3 PM 5:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
WFS 9-10-99

Lastly, please find enclosed two (2) checks - one for \$35.00 representing the fee for the Name Change Amendment and one for \$80.00 representing the fee for the Fictitious Name Filing and providing the undersigned with a certified copy.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

KOPELOWITZ, SAAVEDRA & PELOSI

Allyson D. Goodwin, Esq.

ADG:ag
DISK: GPROR3\mchg.sos
September 1, 1999

KOPELOWITZ, SAAVEDRA & PELOSI

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
GRAND PRIX RACE-O-RAMA, INC.**

FILED
99 SEP -3 PM 5:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, President and Secretary of GRAND PRIX RACE-O-RAMA, INC., a Florida corporation, do hereby certify that an Amendment to the Articles of Incorporation of GRAND PRIX RACE-O-RAMA, INC. was ratified by the shareholders of the corporation at a special meeting of shareholders held on the 30 day of July, 1998 as follows:

"ARTICLE I - NAME

Effective immediately, the name of the corporation shall be GPROR, INC."

In all other respects, the said Articles of Incorporation were ratified and confirmed.

IN WITNESS WHEREOF, the undersigned do hereby set their hands and seal of the corporation, this 30 day of July, 1998.

GRAND PRIX RACE-O-RAMA, INC.

By 
President

Attest: 
Secretary

STATE OF FLORIDA

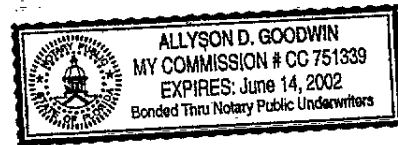
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Irwin R. Mogerman, President of GRAND PRIX RACE-O-RAMA, INC. and he acknowledged before me that he executed the foregoing Amendment to Articles of Incorporation for the purposes therein stated.

SWORN TO and subscribed before me this 30 day of July, 1998.


Notary Public

My Commission Expires:



STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Jules Ross as Secretary of GRAND PRIX RACE-O-RAMA, INC. and he acknowledged before me that he executed the foregoing Amendment to Articles of Incorporation for the purposes therein stated.

SWORN TO and subscribed before me this 30 day of July, 1998.


Notary Public

My Commission Expires:

