

**CORPORATE
ACCESS,
INC.**

K02538

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Merger

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1.) Jet Motorsports, Inc. / Jet Dryr, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

JET DRYR CORPORATION, a Florida corporation, P97000008116

INTO

JET MOTORSPORTS, INC., a Florida corporation, K02538.

File date: June 22, 1999

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

FILED

99 JUN 22 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

The undersigned corporations, having adopted a Plan of Merger and pursuant to section 607.1105 of the Florida Statutes, hereby adopt these Articles of Merger. The name of the acquiring corporation is JET MOTORSPORTS, INC., a Florida corporation (hereinafter "JET MOTORSPORTS"). The name of the corporation to be merged with the acquiring corporation is JET DRYR, INC., a Florida corporation (hereinafter "JET DRYR").

Unanimous Joint Approval by Shareholders and Directors

The Plan of Merger of the undersigned corporations was adopted by the requisite Shareholders and Directors of JET DRYR and JET MOTORSPORTS pursuant to Section 607.1103 of the Florida Business Corporation Act, on June 19th, 1999, and the same shall be applicable to each.

Effective Date

In accordance with Florida Statute 607.1105, the effective date of the share exchange shall be on the date of filing of these Articles of Merger.

Plan of Merger

The Plan of Merger provides for JET MOTORSPORTS to acquire all of the outstanding stock of JET DRYR in exchange solely for the stock of JET MOTORSPORTS. JET DRYR shall cease to exist as a viable business entity and shall wholly merge its operations into JET MOTORSPORTS. The certificates representing the shares of stock of JET DRYR have been transferred and delivered to JET MOTORSPORTS on the date set forth above.

IN WITNESS WHEREOF, JET MOTORSPORTS, INC. and JET DRYR, INC. have caused the respective corporate names to be signed hereto by their respective President and Secretary, duly authorized and acknowledged accordingly on this 19th day of June, 1999.

ATTEST:

JET MOTORSPORTS, INC.

By: [Signature]

Name: D. SHY Snyder

Secretary

By: [Signature]

Name: D. DEGENBERG

President

(SEAL)

JET DRYR, INC.

By: [Signature]
Name: D. Snyder
Secretary

By: [Signature]
Name: DAVID LOEBENBERG
President

(SEAL)

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority duly authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared David Loebenberg as President of JET MOTORSPORTS, INC., to me well known to be the person described in and who executed the foregoing Articles of Merger in his capacity as President of said corporation, or who produced N/A as identification, and he acknowledged to and before me that he executed said Articles in such capacity on behalf of said corporation as his free act and deed for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above, this 19th day of June, 1999.



Tina Jill Wagers
MY COMMISSION # CC639574 EXPIRES
May 17, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

[Signature]
Notary Public
My Commission Expires: 5-17-01

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority duly authorized in the State and County named above to administer oaths and take acknowledgments, personally appeared David Loebenberg President of JET DRYR, INC., to me well known to be the person described in and who executed the foregoing Articles of Merger in his capacity as President of said corporation, or who produced N/A as identification, and he acknowledged to and before me that he executed said Articles in such capacity on behalf of said corporation as his free act and deed for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above, this 19th day of June, 1999.



Tina Jill Wagers
MY COMMISSION # CC639574 EXPIRES
May 17, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

[Signature]
Notary Public
My Commission Expires: 5-17-01