

L02600012371

STONE & GERKEN, P.A.

ATTORNEYS AT LAW

4850 N. Highway 19A
Mt. Dora, Florida 32757
(352) 357-0330
Fax (352) 357-2474

LEWIS W. STONE
SCOTT A. GERKEN
JASON E. MERRITT

MAILING ADDRESS:
Post Office Drawer 2048
Eustis, Florida 32727-2048

June 19, 2002

Via Federal Express

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300005886703--4
-06/20/02--01055--009
*****90.00 *****5.00
80.00

Re: Motorsports Product Design & Development of Lake County, LLC

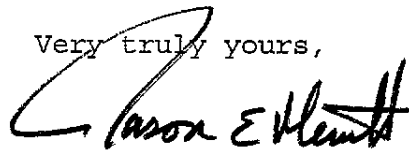
Dear Sir or Madam:

Enclosed please find the original and copy of the Articles Merger of Motorsports Product Design & Development, Inc. into Motorsports Product Design & Development of Lake County, L.L.C. filing. Also, enclosed is a check in the amount of \$90.00 which represents your filing fee for the Articles of Merger (\$60.00) and a certified copy (\$30.00) of the Articles of Merger.

Please note that the effective date of the merger is July 1, 2002.

Thank you for your assistance in this matter.

Very truly yours,


Jason E. Merritt

JEM:dm
Enclosures

eff 7-1-02

ARTICLES OF MERGER
OF
MOTORSPORTS PRODUCT DESIGN & DEVELOPMENT, INC.,
A Florida Corporation,
INTO
MOTORSPORTS PRODUCT DESIGN & DEVELOPMENT OF LAKE COUNTY, LLC,
A Florida Limited Liability Company.

pol-70114
L02-12371

ARTICLES OF MERGER between MOTORSPORTS PRODUCT DESIGN & DEVELOPMENT, INC., a Florida Corporation, and MOTORSPORTS PRODUCT DESIGN & DEVELOPMENT OF LAKE COUNTY, LLC, a Florida Limited Liability Company.

Under §607.1105 of the Florida Business Corporation Act and §608.4382 of the Florida Limited Liability Company Act, MOTORSPORTS PRODUCT DESIGN & DEVELOPMENT, INC., and MOTORSPORTS PRODUCT DESIGN & DEVELOPMENT OF LAKE COUNTY, LLC, adopt the following Articles of Merger.

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN 20 AM 9:27

FILED

1. The Agreement and Plan of Merger dated June 18, 2002 between MOTORSPORTS PRODUCT DESIGN & DEVELOPMENT, INC., and MOTORSPORTS PRODUCT DESIGN & DEVELOPMENT OF LAKE COUNTY, LLC, was approved and adopted by the shareholders of MOTORSPORTS PRODUCT DESIGN & DEVELOPMENT, INC., on June 18, 2002 in accordance with the provisions of the Florida Business Corporation Act and was approved and adopted by the members of MOTORSPORTS PRODUCT DESIGN & DEVELOPMENT OF LAKE COUNTY, LLC, on June 18, 2002 as required by the provisions of the Florida Limited Liability Company Act.

2. Under the Plan of Merger, all issued and outstanding shares of MOTORSPORTS PRODUCT DESIGN & DEVELOPMENT, INC.'s, stock will be acquired by means of a merger of MOTORSPORTS PRODUCT DESIGN & DEVELOPMENT, INC. into MOTORSPORTS PRODUCT DESIGN & DEVELOPMENT OF

Articles of Merger
Page 2

LAKE COUNTY, LLC, with MOTORSPORTS PRODUCT DESIGN & DEVELOPMENT OF
LAKE COUNTY, LLC, as the surviving entity.

3. The Plan of Merger is attached hereto as Exhibit "A" and
incorporated by reference as if fully set forth herein.

4. Under §607.1105 of the Florida Business Corporation Act and
§608.4382 of the Florida Limited Liability Company Act, this merger
shall be effective on July 1, 2002 after the filing of these Articles
of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have executed this Agreement on
June 18, 2002.

MOTORSPORTS PRODUCT DESIGN &
DEVELOPMENT OF LAKE COUNTY, LLC
Florida Limited Liability Company

By: [Signature]
Manager

By: [Signature]
Manager

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN 20 AM 9:27

FILED

MOTORSPORTS PRODUCT DESIGN &
DEVELOPMENT, INC., a Florida
corporation

By: [Signature]
President

ATTEST:

By: [Signature]
Secretary

(SEAL)

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made this 18th day of June, 2002 between MOTORSPORTS PRODUCT DESIGN & DEVELOPMENT OF LAKE COUNTY, LLC, a Florida Limited Liability Company (hereinafter referred to as "the Surviving Entity"), with its principal office located at 527 Southridge Industrial Drive, Tavares, FL 32778 and MOTORSPORTS PRODUCT DESIGN & DEVELOPMENT, INC., a Florida corporation (hereinafter referred to as "the Disappearing Entity"), with its principal office located at 527 Southridge Industrial Drive, Tavares, FL 32778.

WHEREAS, the parties desire that the Disappearing Entity be merged into the Surviving Entity on the terms and conditions as set forth herein; and

WHEREAS, the parties desire that the Surviving Entity acquire of the outstanding capital stock of the Disappearing Entity in exchange for Percentage Interests in the Surviving Entity, as more particularly set forth herein; and

WHEREAS, the Surviving Entity desires to obtain all of the assets of the Disappearing Entity; and

WHEREAS, this Merger is being effected in accordance with §§607.1101 et seq., Florida Statutes and §§608.438 et seq., Florida Statutes.

NOW, THEREFORE, in consideration of the mutual promises contained herein, the parties agree as follows:

1. Recitals. The foregoing recitals are true and correct and are incorporated as terms.

02 JUN 20 PM 9:27
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. Articles of Organization. The Articles of Organization of the Surviving Entity, as in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Organization of the Surviving Entity from and after the Effective date until further amended as permitted by law.

3. Distribution to Shareholders and Members of Constituent Entities. On the Effective Date, each share of the Disappearing Entity's common stock that shall be issued and outstanding shall without more be converted into and exchanged for one (1) Percentage Interest (as that term is defined in the Operating Agreement of the Members of the Surviving Entity) in accordance with this Plan. Each Percentage Interest of the Surviving Entity as existing on the Effective Date shall continue as regulated by the Operating Agreement of the Surviving Entity.

4. Satisfaction of Rights of Disappearing Entity's Shareholders. All Percentage Interests of the Surviving Entity into which shares of the Disappearing Entity's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

5. Effect of Merger. On the Effective Date, the separate existence of the Disappearing Entity shall cease and the Surviving Entity shall be fully vested in the Disappearing Entity's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 and §608.4383, Florida Statutes.

02 JUL 20 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

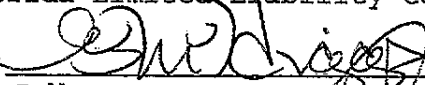
6. Management of the Surviving Entity. After the Effective Date, management of the Surviving Entity shall be vested in G.M. HIGGS whose address is 527 Southridge Industrial Drive, Tavares, FL 32778 and JAMES M. LAWS whose address is 527 Southridge Industrial Drive, Tavares, FL 32778 who shall manage the Surviving Entity under the terms and conditions of the Articles of Organization and the Operating Agreement of the Surviving Entity.

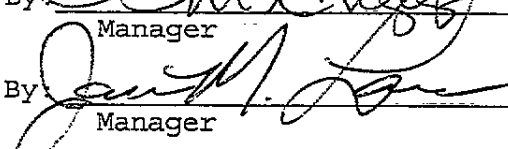
7. Filing with the Florida Secretary of State and Effective Date. At closing, the Surviving Entity and the Disappearing Entity shall authorize and cause their respective managers and officers to execute Articles of Merger and on such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to the Articles of Merger. After execution, the Surviving Entity shall deliver the Articles of Merger for filing to the Florida Secretary of State. In accordance with §607.1105 and §608.4382, the Effective Date shall be July 1, 2002 after the Articles of Merger are filed with the Florida Secretary of State.

02 JUN 20 AM 9:27
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

MOTORSPORTS PRODUCT DESIGN &
DEVELOPMENT OF LAKE COUNTY, LLC, a
Florida Limited Liability Company

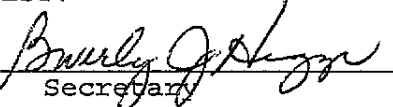
By: 
Manager

By: 
Manager

MOTORSPORTS PRODUCT DESIGN &
DEVELOPMENT, INC., a Florida
corporation

By: 
President

ATTEST:

By: 
Secretary

(SEAL)

02 JUN 20 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

MOTORSPORTS PRODUCT DESIGN & DEVELOPMENT, INC a Florida entity,
P01000070116

INTO

**MOTORSPORTS PRODUCT DESIGN & DEVELOPMENT OF LAKE COUNTY,
L.L.C., a Florida entity, L02000012371**

File date: June 20, 2002

Corporate Specialist: Tammi Cline