

Division of Corporations

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06000109568Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**MERGER OR SHARE EXCHANGE****Champion Motorsports, LLC**

Certificate of Status	1
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CERTIFICATE OF MERGER

CHAMPION MOTORSPORTS, LLC

a Kentucky Limited Liability Company (Merging Company)

with and into

CHAMPION MOTORSPORTS, LLC

a Florida Limited Liability Company (Surviving Company)

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TALLAHASSEE, FLORIDA

The undersigned hereby file this Certificate of Merger with the Florida Department of State and with the Kentucky Secretary of State pursuant to Section 608.4382, of the Florida Statutes, and Section 275.360, of the *Kentucky Statutes*, in connection with the merger (the "Merger") of the entities identified hereinbelow.

1. The merging entity is Champion Motorsports, LLC, a Kentucky limited liability company.

2. The surviving entity is Champion Motorsports, LLC, a Florida limited liability company. 206-109568

3. The Plan of Merger setting forth the terms and conditions of the merger is attached hereto as Exhibit A.

4. The Plan of Merger was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, and the Kentucky Limited Liability Act, Chapter 275, *Kentucky Statutes*.

5. The effective date of the merger shall be the date upon which this Certificate of Merger is filed with the Florida Department of State.

IN WITNESS WHEREOF, each of the undersigned has duly executed this Certificate of Merger this 13th day of November, 2006.

Champion Motorsports, LLC,
a Kentucky limited liability company

By:
Its:

Champion Motorsports, LLC,
a Florida limited liability company

By:
Its:

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EXHIBIT A

Plan of Merger

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TALLAHASSEE, FLORIDA

1. The name of the surviving limited liability company is Champion Motorsports, a Florida limited liability company (the "Surviving LLC"). The name of the merging limited liability company is Champion Motorsports LLC, a Kentucky limited liability company (the "Merging LLC").

2. The effective date of the Merger shall be the date upon which the Certificate of Merger is filed with the Florida Department of State ("Effective date").

3. The terms and conditions of the proposed merger are as follows: The Surviving LLC shall succeed to and become the owner of all of the property and assets of any nature of the Merging LLC and shall succeed to all of the Merging LLC's rights, privileges, powers and franchises, public and private, and shall assume and be liable for all of the debts, liabilities, restrictions, disabilities and duties of the Merging LLC, all to the fullest extent provided by the Florida Limited Liability Company Act. Each person who was a member of the merged LLC shall become, as a result of the Merger, a member of the Surviving LLC, having the same rights, duties and privileges in the Surviving LLC as such person has in the Merging LLC, and there shall initially be no other members of the Surviving LLC. Each person who was a manager of the Merging LLC shall be a manager of the Surviving LLC, having the same, rights, duties and privileges as such person had in the Merging LLC. Capital accounts, capital contributions, and other items of a member credited to members of the Merging LLC shall carry over to the Surviving LLC, and there shall initially be no other members of the Surviving LLC.

4. As of the Effective Date, and without any additional action on the part of any individual or entity, rights to acquire membership interests of the members of the Merging LLC, if any, shall be converted into the right to receive membership interests having the same rights, duties and privileges in the Surviving LLC.

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