

From: PHOENIX LAW PARTNERS

239 461 0083

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Division of Corporations

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MERGER OR SHARE EXCHANGE
Motorsports of Albuquerque LLC

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**Amended
Articles of Merger for
Florida Profit Corporation**

The following Amended Articles of Merger are submitted to amend Article Fifth of the Articles, amend Article Third of the Plan of Merger and correct a clerical error in Article Sixth of the Plan of Merger of the following Florida Profit Corporation, as the merging party, into the following Florida Limited Liability Company, as the surviving party, in accordance with §607.1109, *Florida Statutes*.

- FIRST:** The sole merging party is
Motorsports of New Mexico, Inc., a Florida corporation
Florida Department of State Document Number P05000023611
- SECOND:** The surviving party is
Motorsports of Albuquerque LLC, a Florida limited liability company
Florida Department of State Document Number L100C0131862.
- THIRD:** §607.1108(2)(c), *Florida Statutes* and §608.438(2)(c), *Florida Statutes*, respectively, authorize the merger of a Florida Profit Corporation, as the merging party, into a Florida Limited Liability Company, as the surviving party. The merging party and the surviving party approved the attached Plan of Merger in accordance with the applicable provisions of *Chapters 607 and 608, Florida Statutes*.
- FOURTH:** The merging party and the surviving party are both Florida business entities described in the First and Second Articles that approved the attached Plan of Merger in accordance with Florida law as described in the Third Article, and no party is a business entity formed, organized or incorporated outside Florida.
- FIFTH:** The merger's effective date is 1 January 2011 at 12:00 a.m. EST, which is not prior to, nor more than, 90 calendar days after the date this document is filed by the Florida Department of State. The effective date, however, is subject to the merging party's integration of business operations under the Third Article of the Plan of Merger.
- SIXTH:** The surviving party was organized under the laws of Florida as described in the Second and Fourth Articles, and its principal office address is in the State of Florida.
- SEVENTH:** The surviving party is formed under the laws of Florida as described in the First and Fourth Articles.
- EIGHTH:** The merged party and the surviving party execute these Articles of Merger as of 29 December 2010:

Motorsports of New Mexico, Inc.

By: 

J. Scott Fischer, its President

Motorsports of Albuquerque LLC

By: 

J. Scott Fischer, its Authorized Representative

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Plan of Merger

§607.1108(2)(c), Florida Statutes and §608.438(2)(c), Florida Statutes, respectively, authorize the merger of a Florida Profit Corporation, as the merging party, into a Florida Limited Liability Company, as the surviving party. The following Florida Profit Corporation, as the merging party, merging into the following Florida Limited Liability Company, as the surviving party, adopt this Plan of Merger in accordance with §607.1108 and §608.438, Florida Statutes, respectively.

FIRST: The sole merging party is

Motorsports of New Mexico, Inc., a Florida corporation
Florida Department of State Document Number P05000023611

SECOND: The surviving party is

Motorsports of Albuquerque LLC, a Florida limited liability company
Florida Department of State Document Number L10000131862.

THIRD: The terms and conditions of the merger are as follows:

The merger's effective date is 1 January 2011 at 12:00 a.m. EST, which is not prior to, nor more than, 90 calendar days after the date the Articles of Merger are to be filed by the Florida Department of State.

The effective date, however, is subject to the merging party's integration of business operations under this Third Article of the Plan of Merger. If the surviving party has not received all governmental and private licenses, permits, and approvals necessary to operate the merging party's business in all respects

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

All issued and outstanding stock in the merging party will be converted for a 100% membership interest in the surviving party on the effective date of the merger such that the sole shareholder of the merging party will become the sole member of the surviving party and the conversion will represent all equity, value and voting rights in the merging party for all equity, value and voting rights in the merging party. There will not be any other property, debt or cash exchanged.