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Sender's Name

Radiant Telecom

Phone

305 914-3305

Company

RADIANT TELECOM #2

Address

1020 NW 163RD DR

Office Use Only

City

MIAMI

Dept./Floor/Store/Room

, (if known):

State

FL

ZIP

33169

Your Internal Billing Reference

1.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

Walk in

Pick up time

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS

Profit

Not for Profit

Limited Liability

Domestication

Other

*Amend
10-4-00
PRT*

AMENDMENTS

Amendment

Resignation of R.A., Officer/Director

Change of Registered Agent

Dissolution/Withdrawal

Merger

OTHER FILINGS

Annual Report

Fictitious Name

REGISTRATION/QUALIFICATION

Foreign

Limited Partnership

Reinstatement

Trademark

Other

FILED IN THE OFFICE OF THE
CLERK OF THE STATE
TALLAHASSEE, FLORIDA

00 SEP 26 AM 10:21

FILED

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

00 SEP 26 AM 10:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Broadway Motorsport INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article V - Change to: President - Engin Yesil
Secretary / Treasurer - Kenneth Jacobi

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

(See Attached)

THIRD: The date of each amendment's adoption: 25th September 2000

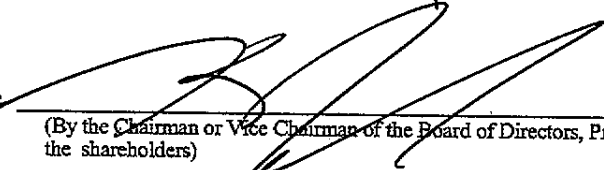
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 25th day of September, 2000

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Kenneth Jacobi
Typed or printed name

President
Title

**SPECIAL MEETING OF STOCKHOLDER
AND BOARD OF DIRECTORS
OF
BROADWAY MOTORSPORTS, INC, INC**

We, the undersigned, the sole stockholder and all of the Directors of **Broadway MotorSports, Inc**, a Florida Corporation, having met and discussed the business herein set forth, have unanimously:

RESOLVED, that the Corporation shall authorize the sale all outstanding shares of \$1.00 par value common stock, resulting in a total of 99 shares of \$1.00 par value common stock being purchased.

RESOLVED, that the President is hereby authorized to enter into an agreement with **Engin Yesil** whereby **Engin Yesil** purchases 99 shares of the \$1.00 par value common stock of the Corporation for \$2,500.00 cash, and upon such other terms and conditions as shall, in his best judgement and in his sole discretion, be in the best interest of the Corporation, provided however that the purchaser must be qualified to hold stock in a Corporation and agrees that the shares purchased may not be sold, transferred, exchanged, encumbered or allowed to become subject to any judgment and shall be subject, in such event, or upon the attempt of the purchaser to sell the shares, to repurchase by the Corporation and that purchaser consents to the marking of such shares accordingly.

Dated this 29th day of June, 2000.

By: _____

Kenneth Jacobi, Sole Stockholder and Director