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ELLEN L. GORDON, Of Counsel

PHILIP S. RADER (1952-1999)

ADMITTED IN
*NH AND MAINE
†NH AND MA
**NH AND OHIO

E-MAIL: kcargill@cdc-law.com

P01000023994

July 18, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100006552991--8
-07/22/02--01063--007
*****35.00 *****35.00

Re: **Motion Dynamics Racing, Inc.**

100006552991--8
-08/06/02--01046--012
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed herewith is an original and exact copy of the Articles of Merger for Motion Dynamics Racing, Inc., along with our check for \$35.00 in payment of the filing fee.

Please return a copy of the filed Articles of Merger to my attention at the letterhead address. Thank you.

Very truly yours,

COOPER, DEANS & CARGILL, P.A.

KRC

Kenneth R. Cargill

KRC/emk
Enclosures

cc: Shawn P. Morrison

F:\FS1\CLIENT\CORPS\Motion Dynamics\merger filed with State of FL.wpd

FILED
02 AUG -5 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ad merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

MOTION DYNAMICS RACING, INC. A FLORIDA CORP., # P01000023994

INTO

MOTION DYNAMICS RACING, INC., a New Hampshire entity not qualified in
Florida.

File date: August 5, 2002

Corporate Specialist: Anna Chesnut

COOPER, DEANS & CARGILL, P.A.
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E-MAIL: kcargill@cdc-law.com

August 1, 2002

PERSONAL & CONFIDENTIAL

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attention: Anna Chestnut

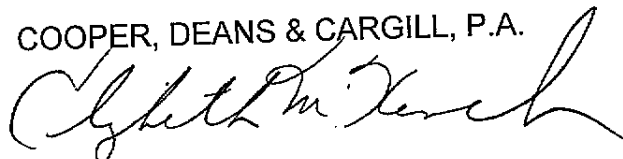
Re: **Motion Dynamics Racing, Inc.**

Dear Anna:

Pursuant to our conversation today, enclosed is an additional check in the amount of \$35.00 with respect to the documents you are holding for Motion Dynamics Racing, Inc.

Very truly yours,

COOPER, DEANS & CARGILL, P.A.



Elizabeth M. Kench
Corporate Paralegal

/emk
Enclosure

cc: Shawn P. Morrison

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TALLAHASSEE, FLORIDA

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Jurisdiction

New Hampshire

Second: The name and jurisdiction of each merging corporation:

Jurisdiction

Florida

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 06 / 01 / 02 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

Fifth: Adoption of Merger by surviving corporation - (CCM 2212 0002)
The Plan of Merger was adopted by the shareholders of the surviving corporation on May 3, 2002

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT

Sixth: Adoption of Merger by merging corporation(s) (COMBINE) on May 11, 2012
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 11, 2012

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Motion Dynamics Racing, Inc.</u>	<u>New Hampshire</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Motion Dynamics Racing, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

See attached Merger Agreement.

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TALLAHASSEE, FLORIDA

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: Shareholders of the merging corporation shall surrender their shares to the surviving corporation in exchange for a like number of shares in the surviving corporation. The merging corporation shall transfer to the surviving corporation and the surviving corporation shall accept all assets and liabilities of the merging corporation. The merger shall be effective June 1, 2002.

(Attach additional sheets if necessary)

Name of Corporation

Signature

(NH)
Motion Dynamics Racing, Inc.

(FL)
Motion Dynamics Racing, Inc.

Anthony Gigliotti, President

Anthony Gigliotti, President

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

NOT APPLICABLE

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER AND SHARE EXCHANGE

The Board of Directors of Motion Dynamics Racing, Inc., a New Hampshire corporation with a place of business in Conway, New Hampshire and the Board of Directors of Motion Dynamics Racing, Inc., a Florida corporation with a place of business in Tamarac, Florida have agreed to and recommend merger of the Florida corporation into the New Hampshire corporation to be accomplished by share exchange on the following terms and conditions:

1. On or before June 1, 2002, the shareholders of the Florida corporation shall endorse and deliver to the New Hampshire corporation all shares of issued and outstanding common stock.
2. Each shareholder of the Florida corporation will receive one share of no par value common stock of the New Hampshire corporation for each surrendered share of the Florida corporation common stock.
3. The merger and share exchange is to take place effective June 1, 2002.

Respectfully submitted,

MOTION DYNAMICS RACING, INC. (NH)

7/15/02
Date

Kenneth R. Cargill
Kenneth R. Cargill, Secretary

MOTION DYNAMICS RACING, INC. (FL)

6/15/02
Date

Anthony Gigliotti
Anthony Gigliotti, Secretary