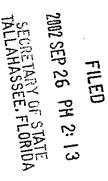
CAPITAL CONNECTION, INC.

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RECEIVED 02 SEP 26 AM II: 36 INTERPRETATION	Art of Inc. File LTD Partnership File Foreign Corp. File L.C. File Fictitious Name File Trade/Service Mark Merger File Art. of Amend. File RA Resignation Dissolution / Withdrawal Annual Report / Reinstatement
C. Coulliette SEP 2 6 2002 Signature	Cert. Copy
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF G & G MOTOR SPORTS, INC.



The undersigned, DONN GOODSON, being the sole shareholder and president of G & G MOTOR SPORTS, INC., a Florida corporation, does hereby certify that a special meeting of the Board of Directors of said corporation was duly held at Balm, Florida, on the 16th day of September, 2002, and that the following resolution was approved, ratified and confirmed by the shareholders of the corporation:

RESOLVED, that, subject to the approval, of the shareholders of G & G Motor Sports, Inc., the Articles of Incorporation be, and the same are hereby, amended so that Article I is deleted in its entirety and the following Article I is substituted therefor:

"The name of this corporation is GOODSON FARMS RACING, INC."

The foregoing Articles of Amendment have been executed by the officers and shareholders of G & G Motor Sports, Inc., on the 18th day of September, 2002.

DONN GOODSON

STATE OF FLORIDA COUNTY OF HILLS BOROUGH

The foregoing instrument was acknowledged before me this 18th day of September, 2002, by DONN GOODSON, who is personally known to me or who produced as identification.

KAREN D. ELSBERRY
NOTARY PUBLIC, STATE OF FLORIDA
COMM. EXPIRES MAY 29, 2003
CC-835676

Notary Public

My commission expires: May 29, 2003

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CALL AND WAIVER OF NOTICE OF THE JOINT SPECIAL MEETING OF THE SHAREHOLDERS AND THE BOARD OF DIRECTORS OF G & G MOTOR SPORTS, INC.

The undersigned, being the shareholders and members of the Board of Directors of G & G Motor Sports, Inc., a Florida corporation, do hereby call a joint special meeting of the Shareholders and Board of Directors of the corporation to be held at the corporation's principal office located at Balm, Florida on September 16, 2002, at 2:00 p.m. to consider and take action to: (i) amend the Articles of Incorporation concerning the name of the corporation; and (ii) transact such other business as may properly come before the meeting. The undersigned hereby waive notice of the time, place and objects of said meeting as may be required to be given by law or the Bylaws of the corporation, and do hereby consent to the transaction at said meeting of all business as may lawfully come before the meeting.

DATED this 18th day of September, 2002.

DONN GOODSON

Shareholder and Director

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MINUTES OF THE JOINT SPECIAL MEETING OF THE SHAREHOLDERS AND THE BOARD OF DIRECTORS OF G & G MOTOR SPORTS, INC.

The joint special meeting of the Shareholders and Board of Directors of G & G Motor Sports, Inc., a Florida corporation, was held at the corporation's principal office located at Balm, Florida on September 16, 2002, at 2:00 p. m.

Present at the meeting was Donn Goodson, being the sold shareholder and member of the Board of Directors of the corporation.

Donn Goodson acted as Chairman of the meeting and also served as Secretary thereof.

The Secretary read and presented a written Call and Waiver of notice of the time, place and objects of the meeting signed by the shareholders and the members of the Board of Directors of the corporation. Upon motion duly made, seconded and unanimously adopted, said Call and Waiver was ordered entered in the minute book of the corporation immediately preceding the minutes of this meeting.

The Chairman stated the purpose of the meeting was to discuss amending the Articles of Incorporation to change the name of the corporation. Considerable discussion ensued, whereupon the following resolution was adopted:

RESOLVED, that the shareholders be, and hereby are, authorized and empowered by the corporation to execute in the name and on behalf of the corporation the Articles of Amendment to Articles of Incorporation submitted to and approved at this meeting to change the name of the Corporation to Goodson Farms Racing, Inc.; and it was further

RESOLVED, that copies of the Articles of Amendment to Articles of Incorporation be appended to the minutes of this meeting.

There being no further business to come before the meeting, the same was, upon motion duly made, seconded and carried, adjourned.

OONN GOODSON

Shareholder and Director, Chairman and Secretary

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