

P01000115565
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
1 Board Certified Business
Litigation Lawyer
2 Also Licensed in Colorado
3 Certified Mediator

December 7, 2001

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

Re: Nick Carter Racing, Inc.
Ref. No. P01000115565

100004716441--2
-12/10/01--01075--002
*****35.00 *****35.00

Dear Sir or Madam:

Submitted herewith are Articles of Amendment to effect a name change for the above-noted corporation. Also enclosed herewith is our check in the amount of \$35.00 in payment of the filing fee.

Kindly process the Articles of Amendment at your earliest convenience. If you have any questions, or require any additional information, please feel free to contact me.

Sincerely,

H. JAMES FISCHER

HJF/jh
Enclosure

cc: Lee Ann Collins

NC
12-13-01
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

OF

NICK CARTER RACING, INC.

The undersigned corporation adopts the following articles of amendment to its Articles of Incorporation:

ARTICLE ONE

NAME

The name of the Corporation is NICK CARTER RACING, INC.

ARTICLE TWO

AMENDMENT

The following amendment to the Articles of Incorporation was adopted on December 6, 2001:

Article 1 - NAME is hereby amended to read, as follows:

Article 1

NAME

The name of the Corporation is **NICK CARTER OFFSHORE RACING, INC.**

ARTICLE THREE

ADOPTION OF AMENDMENT

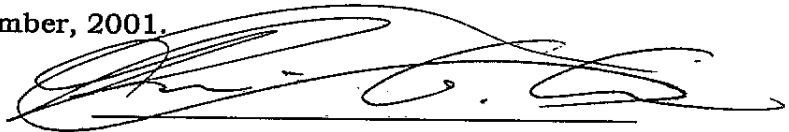
The Amendment was approved by all of the Shareholders of the Corporation.

ARTICLE FOUR

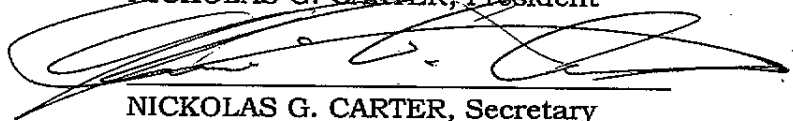
EFFECTIVE DATE OF AMENDMENT

The Amendment shall be effective upon filing with the Office of the Secretary of State.

SIGNED this 6th day of December, 2001.

A handwritten signature in black ink, appearing to read "Nickolas G. Carter", written over a horizontal line.

NICKOLAS G. CARTER, President

A handwritten signature in black ink, appearing to read "Nickolas G. Carter", written over a horizontal line.

NICKOLAS G. CARTER, Secretary