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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT 21 PM 3:35

October 11, 2002

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: ARTICLES OF DISSOLUTION
Who's Next Racing, Inc.

400008478774--2
-10/21/02--01059--016
*****35.00 *****35.00

Dear Sir:

Enclosed please find the original and one copy of the
Articles of Dissolution of the above referenced corporation.
Also enclosed is my firm's check in the amount of \$35.00.

Please send a stamped copy of the Articles of Dissolution in
the self-addressed, stamped envelope I have enclosed for your
convenience.

Thank you for your attention to this matter.

Very truly yours,

TIMOTHY NICHOLAS THOMES, P. A.

Caroline N. Thomes

Caroline N. Thomes, CLA

TNT:ct
Enclosures

V/S

V SHEPARD OCT 24 2002

ARTICLES OF DISSOLUTION
OF
WHO'S NEXT RACING, INC.

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A special meeting of all directors and shareholders of WHO'S NEXT RACING, INC. was held on May 20, 2002, at 11:00 a.m. at the law office of Timothy Nicholas Thomes, P. A., 99198 Overseas Highway, Suite #8, Key Largo, Florida. Those present were: Duane R. Wood, President, Timothy N. Thomes, Vice President and Caroline N. Thomes, Secretary and Treasurer, constituting a quorum.

Upon motion duly made and seconded, it was voted to waive written notice of this special meeting.

The directors and shareholders resolved and voted to take the following actions in furtherance of this dissolution in accordance with Florida Statutes 607.267:

WHEREAS, the name of the corporation is WHO'S NEXT RACING, INC.; and

WHEREAS, the names and addresses of the shareholders and directors are: Duane R. Wood, 1504 Shaw, Key Largo, Monroe County, Florida 33037, Timothy N. Thomes, 400 Coral Lane, Key Largo, Monroe County, Florida.

WHEREAS the names and addresses of the officers of the corporation are: Duane R. Wood, 1504 Shaw, Key Largo, Florida, and Timothy N. Thomes, 400 Coral Lane, Key Largo, Florida, Monroe County, Florida 33037, Caroline N. Thomes, 400 Coral Lane, Key Largo, Monroe County, Florida, and

WHEREAS, all debts obligations and liabilities of the

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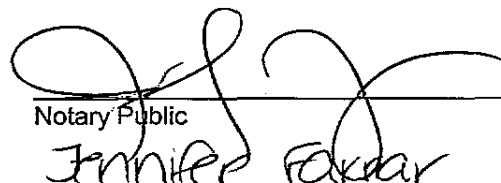
I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Duane R. Wood, to me known to be the Director and President of WHO'S NEXT RACING, INC. and he acknowledged executing the same as Director and President of the said corporation freely and voluntarily under authority duly vested in him. I relied upon the following form of identification: HE IS WELL KNOWN TO ME and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 27th day of May, 2002.

NOTARY RUBBER STAMP SEAL
SHOWING COMMISSION NUMBER
AND EXPIRATION DATE:



Jennifer Farrar
MY COMMISSION # DD127163 EXPIRES
August 20, 2006
BONDED THRU TROY FAIR INSURANCE, INC



Notary Public
Jennifer Farrar

Printed Notary Signature