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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, CLA

TNT:ct Enclosures

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



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

corporation have been paid or discharged or adequate provision has been made_therefor; and

WHEREAS, there are no actions pending against the corporation in any court; and

WHEREAS, it is deemed to be in the best interest of WHO'S NEXT RACING, INC. and its shareholders and directors that this corporation be wound up and dissolved; and

WHEREAS, the corporation has sold and distributed all of its assets by unanimous vote and approval of its shareholders and directors and they have voted to voluntarily dissolve the corporation;

RESOLVED, that the directors and shareholders hereby elect to wind up and dissolve this corporation.

FURTHER RESOLVED, that the officers of this corporation are authorized and directed to file this certificate of election to wind up and dissolve and give written notice, as prescribed by Florida Statutes 607.267.

FURTHER RESOLVED, that the directors, shareholders and officers of this corporation are authorized and directed to take such further action as may be necessary and proper to wind up the affairs of this corporation and dissolve it.

CORPORATE SEAL)

Duane R. Wood Director/President

STATE OF FLORIDA)

> ss:
COUNTY OF MONROE)

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. 1 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 2 day of

, 2002.

NOTARY RUBBER STAMP SEAL SHOWING COMMISSION NUMBER AND EXPIRATION DATE:

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

Notary Public

Printed Notary Signature