

P08D000005399

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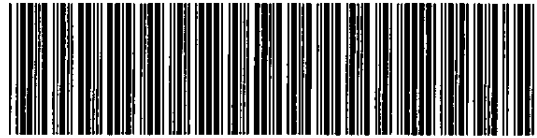
(Business Entity Name)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 FEB 13 PM 12:39

Amend
@ 2.14.08

LAW OFFICE OF
DAVIS, MARLOWE & GREY
A Partnership of Professional Associations

Gary L. Davis
Russell G. Marlowe
Frank I. Grey

February 12, 2008

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

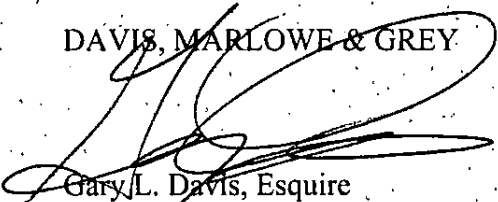
Re: Topline Motor Sports, Inc.

Dear Sirs or Madams:

Enclosed herewith are the Articles of Amendment naming the Officers and a check in the amount of \$35.00 for the filing fee.

Sincerely,

DAVIS, MARLOWE & GREY



Gary L. Davis, Esquire

GLD/gdo

Enclosure

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TOPLINE MOTOR SPORTS, INC.**

Under the provisions of F.S. 607.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

RESOLVED, that each of the following persons is elected to the office of the Corporation opposite his or her respective name, to serve until the next annual meeting of the board of directors of the Corporation and thereafter until his or her respective successor is duly elected and qualified or until his or her earlier resignation or removal:

NAME: Robert Waters

OFFICE: President/Director

NAME: Joan Waters

OFFICE: Vice President/Secretary/Director

NAME: Cheryl Waters

OFFICE: Treasurer/Director

The date of the amendment's adoption: January 7, 2008.

SECOND: Adoption of Amendment:

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

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Signed on February 8, 2008.

A handwritten signature in cursive script, appearing to read "Robert Waters", written over a horizontal line.

Robert Waters
President/Director