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**DISSOLUTION OR WITHDRAWAL
METRO RACING SYSTEMS, INC.**

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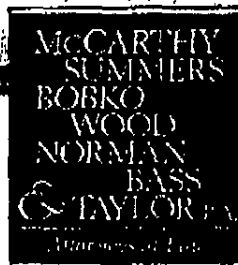
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Florida Department of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, Florida 32399-0250

RE: Articles of Dissolution of Metro Racing Systems, Inc.

Ladies and Gentlemen:

With reference to the above company, enclosed please find Articles of Dissolution for filing. Kindly fax to the undersigned proof of filing same. Thank you.

Very truly yours,

Karen L. McGhee, CP, FRP
Certified Paralegal
Email: klm@McCarthySummers.com
/klm
Enclosure

H11000083494

Terence P. McCarthy *
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Owen Schuhz
Christine Bialczak
Michael J. McNicholas ***

*Board Certified
Real Estate Lawyer

**Board Certified Wills,
Trusts & Estates Lawyer

***Certified Circuit
Civil Mediator

ARTICLES OF DISSOLUTION OF METRO RACING SYSTEMS, INC.

Pursuant to Section 607.1403 of the Florida Statutes, the undersigned corporation adopts these Articles of Dissolution, which shall be effective on March 31, 2011.

ARTICLE I

The name of the corporation is METRO RACING SYSTEMS, INC.

ARTICLE II

The following resolution to dissolve the corporation was unanimously adopted by the written consent of the shareholders on March 1, 2011, with this unanimous approval being a sufficient number of votes cast for approval:

WHEREAS, at a meeting of the Board of Directors of METRO RACING SYSTEMS, INC., held on the 1st day of March, 2011, the Board of Directors adopted the following resolution recommending that the corporation be dissolved and that the question of dissolution be submitted to the shareholders of the corporation; and

RESOLVED, that the corporation shall be dissolved within 30 days of the date hereof in accordance with the following plan of liquidation:

PLAN OF LIQUIDATION

1. The following plan of liquidation is hereby adopted for the assembling and marshaling of the assets of the corporation, the paying of or making adequate provisions for the creditors and debtors of the corporation, and the portioning of the remaining assets among the shareholders according to their respective interests.

2. All liabilities and obligations of the corporation will be paid or discharged, or adequate provision will be made therefor.

3. The officers of the corporation are hereby authorized to sell any or all of those assets on the terms and conditions, and for such consideration, that the officers deem reasonable or expedient, and to execute such instruments that are necessary to transfer title to such assets.

4. After the provision for, or the payment of, the known debts and liabilities of the corporation, the officers of the corporation are authorized and directed to distribute the remaining assets of the corporation to the shareholders of record in the following manner:

(a) With respect to any cash, by distributing to each such shareholder of record a proportion of such cash equal to the proportion that the shares owned by

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such shareholder bears to the total issued and outstanding shares of this corporation; and

(b) With respect to assets other than cash, by distributing to each shareholder of record an undivided interest in each of such assets equal to the proportion that the shares of this corporation owned by such shareholder bears to the total issued and outstanding shares of this corporation.

5. The distribution of the assets shall be made to the shareholders of this corporation on or before March 31, 2011, on the following conditions:

(a) That on demand made by the Board of Directors, each shareholder shall surrender, for cancellation, the certificate or certificates evidencing his or her ownership of capital stock in this corporation; and

(b) That such distribution shall be in complete satisfaction of the rights of each shareholder as a shareholder of this corporation.

6. That the President of this corporation is hereby authorized to do such acts and to take such steps as may be necessary or convenient to carry out this plan of liquidation including, but not limited to, the execution of such instruments as may be required to vest title to the assets of this corporation in the shareholders.

DATED: The 29th day of March, 2011.

METRO RACING SYSTEMS, INC.,
a Florida corporation

By: 

GURDON S. WATTLES, President

[CORPORATE SEAL]

STATE OF FLORIDA
COUNTY OF MARTIN

THE FOREGOING INSTRUMENT was acknowledged before me this 30th day of March, 2011, by GURDON S. WATTLES, President of METRO RACING SYSTEMS, INC., a Florida corporation, on behalf of the corporation, who [☒] are personally known to me or [☐] have produced _____ as identification.

My Commission expires



[Printed Name]

Notary Public, State of Florida

[Notarial Seal]

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