P96000041499

Racing Spirit, Inc. Attn: Matt Sumner 4519 NE 9th St. Ocala, FL 34470

Phone: 352-236-8899

STRAZIONER COMBA

300002149153--2 -04/21/97--01108--003 *****35.00 *****35.00

Amend

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



	-
RACING SPIRIT, INC.	
(present name)	-

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE III AMENDED -- 1,000 SHARES AT \$1.00 PER SHARE

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The	e date of each amendment's adoption: 03-27-97		
FOURTE	: A	Adoption of Amendment(s) (CHECK ONE)		
C	3	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.		
[The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):		
		"The number of votes cast for the amendment(s) was/were sufficient for approval by		
C	_	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.		
) (The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.		
	Sig	med this <u>27th</u> day of <u>March</u> , 19 <u>97</u> .		
Signature	e _	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)		
OR				
	(By a director if adopted by the directors)			
OR				
(By an incorporator if adopted by the incorporators)				
MATT SUMNER Typed or printed name				
Incorporation Title				