

Law Offices of  
Clinton L. Doud

319 N. N. STREET  
JACKSONVILLE, FLORIDA 32202

TELEPHONE (904) 622-0444  
FACSIMILE (904) 622-1315

April 16, 1997

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

000002147890--4  
-04/18/97--01069--018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

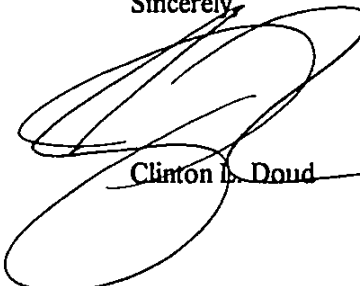
**Re: Dissolution and Incorporation of Carbon Outlaw Motorsports, Inc.**

Dear Sir/Madam:

Enclosed please find the Articles of Dissolution for Carbon Outlaw Motorsports, Inc. together with an Affidavit waiving the 120 day time period for revocation of the Articles of Dissolution. Also enclosed is a check for \$35.00 for the Articles of Dissolution.

Should you have any questions, please call.

Sincerely,

  
Clinton L. Doud

CLD/ks  
enclosures

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
APR 18 1997



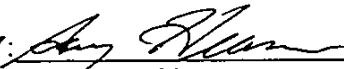
**ARTICLES OF DISSOLUTION  
PURSUANT TO SECTION 607.1403  
OF THE  
FLORIDA STATUTES**

Pursuant to the provisions of section 607.1403 of the Florida Statutes the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Carbon Outlaw Motorsports, Inc.
2. Dissolution was authorized on April 15, 1997.
3. The number of share cast (by proper class of shareholders) in favor of dissolution was sufficient for approval.

Dated: April 15, 1997.

CARBON OUTLAW MOTORSPORTS, INC.

BY:   
Its President *(Gary Weimer)*

**AFFIDAVIT WAIVING 120 DAY  
PERIOD FOR REVOCATION OF DISSOLUTION**

STATE OF FLORIDA  
COUNTY OF DUVAL

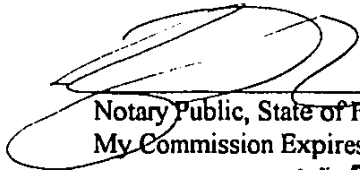
BEFORE ME, the undersigned authority, personally appeared Gary Hearne, President of Carbon Outlaw Motorsports, Inc., who after being duly sworn states as follows:

1. Affiant is the sole share holder, sole director and President and Secretary for Carbon Outlaw Motorsports, Inc.
2. On Tuesday, April 15, 1997, the Board of Directors recommended dissolution of the corporation. Said dissolution was approved by all shareholders of Carbon Outlaw Motorsports, Inc. The shareholders also authorized Affiant to execute this Affidavit of Waiving 120 day period for revocation of dissolution.
3. Carbon Outlaw Motorsports, Inc. hereby waives the 120 day time period required for the Articles of Dissolution to take effect and affirmatively states that Carbon Outlaw Motorsports, Inc. shall not revoke the Articles of Dissolution.

FURTHER AFFIANT SAYETH NOT.

  
\_\_\_\_\_  
GARY HEARNE, President

I.D. Personally known  
Sworn to and subscribed before me  
this 15<sup>th</sup> day of April, 1997.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large  
My Commission Expires:



**CLINTON L. OUD**  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES APR. 12, 1997  
COMMISSION NO. 00341274