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October 27, 1999

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*****43.75 *****43.75

Corporations Division
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Wheeler Motorsports, Inc. -
Amendment to Articles of Incorporation

Dear Madam:

Please find enclosed for filing the original and one copy of an amendment to the articles of incorporation of Wheeler Motorsports, Inc., together with our firm check in the amount of \$43.75 in payment of the filing fee and the cost of a certified copy of the amendment. Please note that the effective date is to be October 27, 1999.

The certified copy is to be returned to the undersigned.

Thank you.

Sincerely yours,

Ronald D. Fairchild

Ronald D. Fairchild

RDF/sg
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 28 PM 2:20

Amend
LF 11-4-99

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WHEELER MOTORSPORTS, INC.

99 OCT 28 PM 2:21

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation hereby amends its Articles of Incorporation for purposes of increasing the number of shares of stock outstanding, as follows:

I.

The present ARTICLE III, CAPITAL STOCK, is hereby deleted, and the following new ARTICLE III, CAPITAL STOCK, is hereby inserted in lieu thereof:

"ARTICLE III.

CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have issued and outstanding at any one time shall be :

(a) Ten Thousand (10,000) shares of One Dollar (\$1.00) par value voting common capital stock; and

(b) Ten Thousand (10,000) shares of One Dollar (\$1.00) par value non-voting common capital stock.

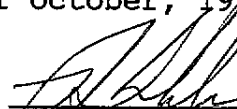
There shall not, except for voting rights as aforesaid, be any distinctions or differences in the rights, privileges and preferences of such stock."

II.

The effective date of this Amendment shall be October 27, 1999.

CERTIFICATE

I, PETE WHEELER, President of WHEELER MOTORSPORTS, INC., hereby certify that the foregoing amendment to the corporation's Articles of Incorporation was unanimously adopted at a special joint meeting of the shareholders and directors of the corporation held on the 27th day of October, 1999.



PETE WHEELER, President