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SCOTT F. BARNETT, J.D., LL.M.

May 9, 1997

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

500002176135--3
-05/13/97--01013--008
*****43.75 *****43.75

Re: Corporation : FEST MOTORSPORTS, INC.
Our File No.: 5010.8002

Ladies and Gentlemen:

Enclosed please find the following:

1. One original and a copy of the Articles of Amendment of the above referenced corporation.
2. A check in the amount of \$43.75 made payable to the Secretary of State to cover the appropriate filing fees.

Please file the Articles of Amendment and return to the undersigned your Certificate of Incorporation evidencing the new name of the Corporation.

If you have any questions whatsoever, please do not hesitate to contact the undersigned.
Thank you in advance for your cooperation.

Sincerely,
SCOTT F. BARNETT, Chartered

By: 
SCOTT F. BARNETT, J.D., LL.M.

Enclosures


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**ARTICLES OF AMENDMENT
of
RAMSEY RACING, INC.
(the "Corporation")**

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is: RAMSEY RACING, INC.

**ARTICLE II
CHANGE OF NAME**

Article I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

The name of this corporation shall be: FEST MOTORSPORTS, INC.

This amendment shall be effective as of the 6TH day of May, 1997.

**ARTICLE III
CONFIRMATION AND RATIFICATION**

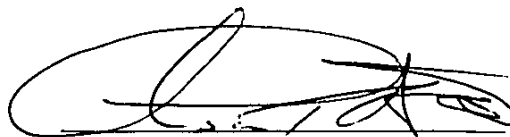
The Articles of Incorporation of the Corporation are hereby ratified and confirmed in all respects not otherwise amended herein.

**ARTICLE IV
APPROVAL**

The amendment provided for herein has been approved by the holders of all of the issued and outstanding shares of the Corporation and by all of its directors on the 6TH day of May, 1997.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed and files this Amendment to the Articles of Incorporation.

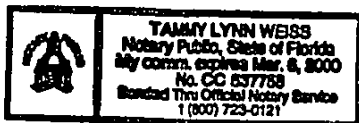
Dated this 6TH day of May, 1997.



CHARLES W. FEST, JR., Its President

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

THE FOREGOING INSTRUMENT was acknowledged before me this 6th day of May, 1997 by CHARLES W. FEST, JR., who X is personally known to me or has produced as identification and did not take an oath. [Notary, check appropriate blank; and, if obtaining identification, fill in appropriate identification number.]



Tammy Lynn Weiss
Notary Public

TAMMY LYNN WEISS
(Printed Name of Notary)

My Commission Expires: MARCH 6, 2000
(Serial Number, if any)