



THE UNITED STATES  
CORPORATION  
COMPANY

P97000062432

ACCOUNT NO. : 072100000032

REFERENCE : 168320 80457A

AUTHORIZATION :

*Patricia Pijet*

COST LIMIT : \$ 78.75

ORDER DATE : March 15, 1999

ORDER TIME : 11:0 AM

ORDER NO. : 168320-010

800002806248--9

CUSTOMER NO: 80457A

*Merge*

CUSTOMER: Ms. Tammy A. Gavin  
Black Crotty Sims Hubka  
501 North Grandview Avenue

Daytona Beach, FL 32118

ARTICLES OF MERGER

MIAMI SPEEDWAY CORP.

INTO

MIAMI SPEEDWAY CORP.

FILED  
99 MAR 15 PM 12:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*ADR*  
*3/16/99*

RECEIVED  
99 MAR 15 PM 12:07  
DIVISION OF CORPORATION

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MIAMI SPEEDWAY CORP., a Florida corporation P97000062432

,

INTO

**MIAMI SPEEDWAY CORP..** a Nevada corporation not qualified in Florida

File date: March 15, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 78.75

**ARTICLES OF MERGER OF  
MIAMI SPEEDWAY CORP., a Florida corporation  
into MIAMI SPEEDWAY CORP., a Nevada corporation**

99 MAR 15 PM 12:24  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, DANIEL W. HOUSER, Vice President and GLENN R. PADGETT, Assistant Secretary, hereby execute and deliver to the Florida Secretary of State for filing these Articles of Merger for the merger of Miami Speedway Corp., a Florida corporation ("Miami/Florida") into Miami Speedway Corp., a Nevada corporation ("Miami/Nevada") and respectfully state:

1. On December 29, 1998, Miami/Florida and Miami/Nevada adopted a plan of merger wherein Miami/Florida would merge into Miami/Nevada with Miami/Nevada the surviving corporation in the merger.

2. The effective date of the merger of Miami/Florida into Miami/Nevada was December 31, 1998, the date upon which the Articles of Merger were filed with the Nevada Secretary of State. A certified copy of those Articles of Merger, certified by the Nevada Secretary of State, is attached as Exhibit "A" to these Articles of Merger.

3. The plan of merger set forth in these Articles of Merger was adopted by the boards of directors of Miami/Florida and Miami/Nevada on December 29, 1998.

4. The sole shareholder of Miami/Florida and Miami/Nevada approved the plan of merger set forth in these Articles of Merger on December 29, 1998.

5. The sole shareholder of Miami/Florida shall submit its shares of stock in Miami/Florida to the treasurer of Miami/Nevada in cancellation of those shares and shall receive, in exchange for such cancellation, all issued and outstanding shares of stock in Miami/Nevada, the surviving corporation, as a part of the plan of merger. There are no other rights concerning the acquisition of shares, obligations or other securities of Miami/Nevada nor any other conversion of the same into cash or other property.

**EXECUTED** effective the 31st day of December, 1998.

Miami Speedway Corp., a  
Florida corporation

By: *Daniel W. Houser*  
Daniel W. Houser, Vice President

Attest: Glenn R. Padgett  
Glenn R. Padgett,  
Assistant Secretary

Miami Speedway Corp., a  
Nevada corporation

By: Daniel W. Houser  
Daniel W. Houser, Vice President

Attest: Glenn R. Padgett  
Glenn R. Padgett,  
Assistant Secretary

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

DEC 31 1998

No. C30037-98  
*Dean Heller*  
DEAN HELLER, SECRETARY OF STATE

**ARTICLES OF MERGER  
FOR THE MERGER OF  
MIAMI SPEEDWAY CORP.,  
A FLORIDA CORPORATION  
INTO  
MIAMI SPEEDWAY CORP.,  
A NEVADA CORPORATION**

In accordance with Chapter 92A of the Nevada Revised Statutes, Miami Speedway Corp., a Nevada corporation, desiring to effect a merger in accordance with Sections 92A.200 through 92A.240, inclusive, of the Nevada Revised Statutes, does, on the 29 day of December, 1998, hereby certify and state that:

1. The name of the corporation surviving the merger is Miami Speedway Corp., a Nevada corporation ("Miami-NV").
2. The name of the constituent corporation to be merged into Miami-NV is Miami Speedway Corp., a Florida corporation, ("Miami-FL").
3. A Plan of Merger between Miami-NV and Miami-FL providing for the merger of Miami-FL into Miami-NV has been adopted by the Board of Directors of each corporation that is a party to the merger.
4. The Plan of Merger was submitted to the stockholders of Miami-NV pursuant to Chapter 92A of Nevada Revised Statutes and Miami-FL pursuant to Chapter 607, Florida Statutes.
5. Only the holders of common stock of Miami-NV and Miami-FL were entitled to vote on the Plan of Merger.
6. There are issued and outstanding one thousand (1,000) shares of common stock of Miami-NV entitled to vote upon the merger.
7. The Plan of Merger was approved by the written consent of the sole stockholder of Miami-NV.
8. There are issued and outstanding one thousand (1,000) shares of common stock of Miami-FL entitled to vote upon the merger.
9. The Plan of Merger was approved by the written consent of the stockholders of Miami-FL.



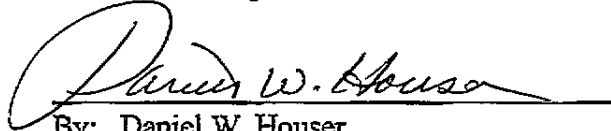
10. A duly executed Plan of Merger is on file at the registered office of Miami-NV at 100 West Liberty Street, Tenth Floor, Reno, Nevada 89501, and a copy will be furnished by Miami-NV upon request and without cost to any stockholder of any corporation which is a party to the merger.

11. No amendments to the Articles of Incorporation of Miami-NV were affected under the Plan of Merger.

12. The merger shall be effective at the close of business on the date these Articles of Merger are filed in the office of the Secretary of State of the State of Nevada.

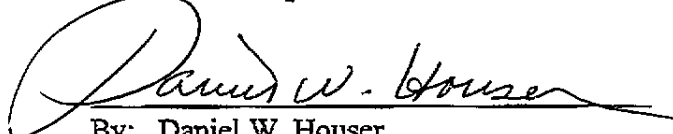
IN WITNESS WHEREOF, these Articles of Merger have been executed by Miami-NV and Miami-FL, all on the date first above written.

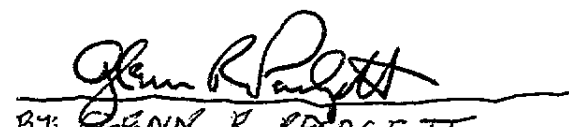
**MIAMI SPEEDWAY CORP.,  
a Nevada corporation**

  
By: Daniel W. Houser  
Its: Vice President

  
By: Glenn R. Padgett  
Its: Assistant Secretary

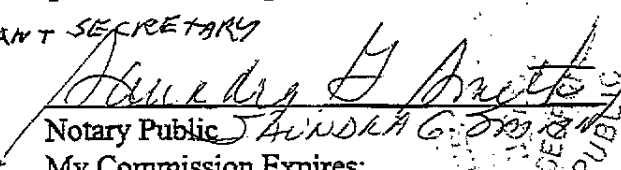
**MIAMI SPEEDWAY CORP.,  
a Florida corporation**

  
By: Daniel W. Houser  
Its: Vice President

  
BY: GLENN R. PADGETT  
ITS: ASSISTANT SECRETARY

STATE OF GEORGIA     )  
                                  ) ss  
COUNTY OF CHATHAM    )

This instrument was acknowledged before me on December 29 1998, by **Daniel W. Houser**, as Vice President of **Miami Speedway Corp.**, a Nevada corporation.  
**AND GLENN R. PADGETT AS ASSISTANT SECRETARY**

  
Notary Public  
My Commission Expires: \_\_\_\_\_

Notary Public, Fulton County, Georgia  
My Commission Expires November 17, 2002

STATE OF GEORGIA     )  
                                  ) ss  
COUNTY OF CHATHAM    )

This instrument was acknowledged before me on 29 December 1998, by **Daniel W. Houser**, as Vice President of **Miami Speedway Corp.**, a Florida corporation.  
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