

P97000091173

Halliday Motor Sports, Inc.
P.O. Box 16952
Jacksonville, FL. 32245-6952
(904) 733-4547

November 2, 1999

Secretary of State
Florida Department of State
P.O. Box 635
Tallahassee, FL. 32314

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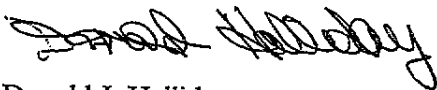
Dear Sirs:

Enclosed please find the original of Articles of Amendment to Articles of Incorporation of Halliday Motor Sports, Inc. In which we request that Richard S. Bailey be made Vice President of this corporation.

I have also enclosed a copy of the original Articles of Incorporation as well as my check in the amount of \$ 35.00 which represents your fee for the filing this Amendment.

Thank you for your cooperation in this matter and should you have any questions, please have no hesitation in calling me at the number listed above.

Sincerely,



Donald J. Halliday
President

DJH/ck
Enclosures

Amend

FILED
99 NOV -5 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS NOV 15 1999

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
Halliday Motor Sports, Inc.

99 NOV -5 AM 8:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Article I: Name (Changed Name)

The name of this corporation was Halliday Motor Sports, Inc. and the old physical address of this corporation was 1756 Kings Ave. Jacksonville, FL. 32207. The mailing address of this corporation is P.O. Box 16952, Jacksonville, FL 32245-6952. The old phone number of this corporation was (904)346-3637. Only the physical address and phone number has changed in Article I.

1. The new address of this corporation is: 10268 Beach Blvd. Jacksonville, FL. 32246
2. The new phone number is: (904) 998-4060

THE DATE OF THIS AMENDMENT IS October 31, 1999.

ARTICLES VI - BOARD OF DIRECTORS

Article VI is being amended to officially add an officer to the corporation.

This corporation is amending the board of directors. The corporation shall now have two instead of one director. The name and address of the directors of this corporation are now:

NAME/SS/TITLE	ADDRESS
Donald J. Halliday 77-56-6310 PRESIDENT/TREASURER/SECRETARY 50% Ownership	11748 Wattle Tree Road, North Jacksonville, FL. 32246
Richard S. Bailey 544-60-3523 VICE PRESIDENT 50% Ownership	7438 Midway Road Jacksonville, FL. 32244.

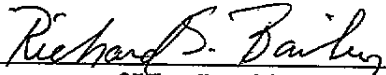
THE DATE OF THIS AMENDMENT IS October 31, 1999

The amendment was approved by all shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 2nd day of Nov, 1999.



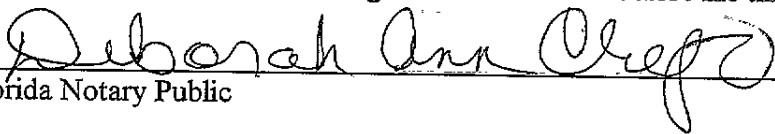
Signature of President approving this change



Signature of Vice President accepting position of Vice President

STATE OF FLORIDA COUNTY OF DUVAL

The director and incorporator of this corporation is Donald Halliday and Richard Bailey are personally known and has signed this document before me this 2nd day of Nov, 1999.



Florida Notary Public



DEBORAH ANN CREGO
COMMISSION # CC 549842
EXPIRES MAY 01, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.