

The **U.S. TOY EXCHANGE**, Inc.

600 Bypass Drive, Suite 210, Clearwater, FL 33764

Phone: 1-877-US-TOY-EX; Fax: 1-727-796-6505

P98000062584

June 20, 2001

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500004439945--4

-06/25/01--01133--004

*****35.00 *****35.00

Re: DOCUMENT # P98000062584

To Whom it May Concern:

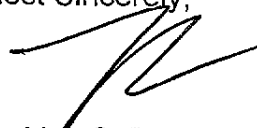
Enclosed you will find a sealed copy of the Articles of Amendment and Special Minutes of the Board of Directors for THE U.S. TOY EXCHANGE, INC. as it relates to the resolution of name change.

Also, please find herewith our remittance of \$35.00 to defray the division's costs associated with the amendment.

If you have any questions, you can contact me at 877-USTOYEX (878-6939).

NC
6-29-01
BAS

Most Sincerely,



Berkley C. Badger
Chief Executive Officer and Incorporator

BCB:cb
Enclosures

FILED
01 JUN 25 AM 11:47
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
Minutes of Special Meeting
of the Directors of
THE U.S. TOY EXCHANGE, INC.

FILED
01 JUN 25 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A special meeting of the Board of Directors of the Corporation was held on June 20, 2001 at 2:00 P.M. in the office located at 600 Bypass Dr., Ste. #210, Clearwater, FL 33764.

All of the Directors being present, the meeting was called to order by the Chairman.

The Chairman advised that the meeting was called to approve a Corporate name change from THE US TOY EXCHANGE, INC. to **Family Motor Racing Association, Inc.**

The name better reflects the Company's business mix; therefore it is hereby
RESOLVED:

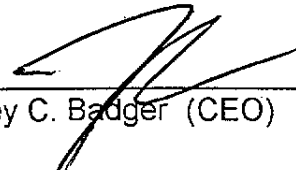
THE U.S. TOY EXCHANGE, INC.
has changed its name to
Family Motor Racing Association, Inc.

Motion was made to accept the resolution and the vote was cast unanimously in favor of said name change.

All shares being present or represented by proxy were voted in favor of the resolution.

Meeting adjourned at 2:15 P.M. of same day.




Berkley C. Badger (CEO)


Charlene Burnes, Acting Secretary