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BASIC AMENDMENT

SEZ WHO RACING TEAM, INC.

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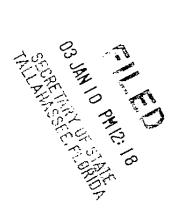
ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

SEZ WHO RACING TEAM, INC.



Pursuant to the provisions of Section 607.1006 of Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment adopted:

ARTICLE 1 - NAME

The name of the Corporation is "Who's Next Racing Team, Inc."

SECOND: The date of the adoption of this amendment is January 8, 2003.

THIRD: This Amendment of the Articles of Incorporation was adopted and approved by the sole Director of the Corporation and by all of the Shareholders of the Corporation.

Signed this 8th day of January, 2003.

Richard Simon, President and Sole Director

[f] WATMPRE3-436.FKL (1/8/3-13:52)