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(Requestor's Name)

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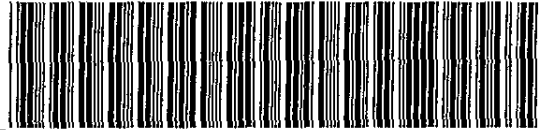
(Business Entity Name)

(Document Number)

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PARKER & ASSOCIATES, P.A.

A Professional Association
ATTORNEYS AT LAW

THEODORE PARKER, ESQ.
E-MAIL: TPARKERSRQ@AOL.COM

2033 MAIN STREET
SUITE 100
SARASOTA, FLORIDA 34237

KATHY L. MORGAN
LEGAL ASSISTANT
E-MAIL: KLM0866@AOL.COM

TELEPHONE: (941) 952-0600

FACSIMILE: (941) 952-0601

February 15, 2005

VIA: FedEx

Registration Section
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Sarasota Ducati, LLC

To whom it may concern,

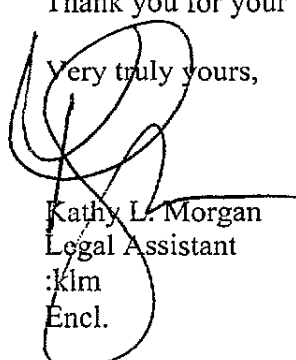
Enclosed please find two originals of the proposed Articles of Organization for the above referenced limited liability company.

Please file the one original and forward the second original, certified, to the attention of the undersigned at your earliest convenience. Our check in the amount of \$160.00 is enclosed to cover the following costs:

Filing Fee	\$100.00
Registered Agent Designation	\$ 25.00
Certified Copy	\$ 30.00
Certificate of Status	<u>\$ 5.00</u>
Total	\$160.00

Thank you for your cooperation and assistance in this matter.

Very truly yours,


Kathy L. Morgan
Legal Assistant

:kim
Encl.

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**ARTICLES OF ORGANIZATION
OF
SARASOTA DUCATI, L.L.C.**

**ARTICLE I
PREAMBLE; FORMATION**

The undersigned agree to form, and hereby form, a limited liability company under the laws of the State of Florida providing for the formation, rights, privileges, and immunities of limited liability companies for profit; and furthermore, declare the following Articles shall serve as the charter and authority for the conduct of the business of this limited liability company.

**ARTICLE II
NAME; PRINCIPAL PLACE OF BUSINESS;
AND INITIAL REGISTERED AGENT**

2.1 Name. The name of this limited liability company shall be Sarasota Ducati, L.L.C.

2.2 Principal Place of Business. The principal office of business and mailing address of this limited liability company shall be 1140 North Washington Blvd., Sarasota, Florida 34236, and it shall have the power and authority to establish branch offices at such other locations or places it may designate.

2.3 Initial Registered Agent. The initial registered agent of this limited liability company shall be Theodore Parker whose address is 2033 Main Street, Suite 100, Sarasota, Florida 34237.

**ARTICLE III
DURATION**

This limited liability company's existence shall commence on the date these Articles of Organization are signed and continue perpetually or until dissolved in a manner provided by law.

**ARTICLE IV
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which this limited liability company is authorized to transact, shall be as follows:

4.1 To engage in any activity or business authorized under the Florida Statutes.

4.2 In general, to carry on and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

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4.3 To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4.4 To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

4.5 To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property; and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

4.6 To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing, permitting, or purporting to authorize or permit this limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or otherwise perform.

ARTICLE V
MANAGEMENT OF BUSINESS

Management of this limited liability company is reserved to its membership, whose name and address is as follows:

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Raymond E. Williams
1140 North Washington Blvd
Sarasota, Florida 34236

ARTICLE VI
RESTRICTIONS ON MEMBERSHIP

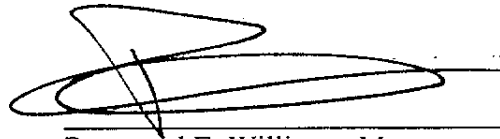
Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

ARTICLE VII
AMENDMENTS

These Articles may be amended at any time and from time to time by a vote of unanimous agreement of the membership, and such amendment shall be filed in the Department of State.

The undersigned, being the original member of the limited liability company, hereby certifies the foregoing constitutes the Articles of Organization of Sarasota Ducati, L.L.C.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on the date below indicated.



Raymond E. Williams, Manager

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**STATEMENT DESIGNATING REGISTERED AGENT
AND OFFICE**

STATE OF FLORIDA
COUNTY OF SARASOTA

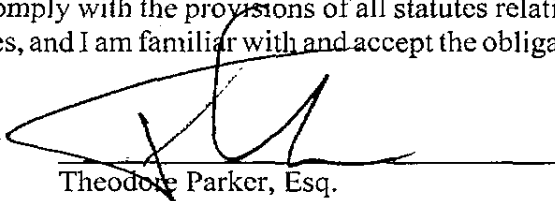
Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is Sarasota Ducati, L.L.C.

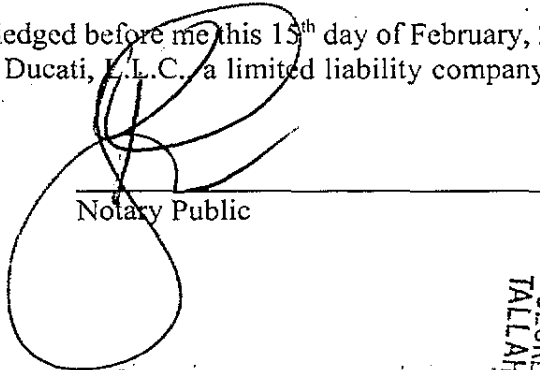
The name of the registered agent for Sarasota Ducati, L.L.C. is Theodore Parker and the street address where he is located is 2033 Main Street, Suite 100, Sarasota, Florida 34237.

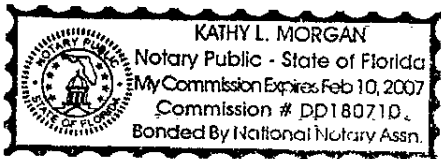
This statement is to acknowledge that, as indicated above, Sarasota Ducati, L.L.C. has appointed me, Theodore Parker, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 15, 2005


Theodore Parker, Esq.

The foregoing instrument was acknowledged before me this 15th day of February, 2005 by Theodore Parker, agent on behalf of Sarasota Ducati, L.L.C., a limited liability company. He is personally known to me.


Notary Public



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