

THOMAS M. BRADY

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rch 3, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee FL 32314

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03/16/98--01046--005
****337.50 ****337.50

Re: Pensacola Motorsports, L.C.

Gentlemen:

Please file the enclosed original copy of Articles of Organization of Pensacola Motorsports, L.C. My client's check in the sum of \$337.50 is enclosed to cover the following costs:

Filing Fee	\$ 250.00
Registered Agent Fee	35.00
Certified Copy Fee	52.50
Total	\$ 337.50

If you have any questions, please call.

Sincerely yours,

Thomas M. Brady
Thomas M. Brady

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 PM 12:03

Name	3/17/98
Availability	Dec
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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ARTICLES OF ORGANIZATION
OF
PENSACOLA MOTORSPORTS, L.C.,
a Florida Limited Liability Company

ARTICLE ONE - NAME

The name of the Limited Liability Company is:

PENSACOLA MOTORSPORTS, L. C.

ARTICLE TWO - DURATION

This Limited Liability Company shall have perpetual existence.

ARTICLE THREE - PRINCIPAL OFFICE AND MAILING ADDRESS

The street and mailing address of the initial principal office of this Limited Liability Company is 620 New Warrington Rd., Pensacola FL 32506.

ARTICLE FOUR - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this Limited Liability Company is James G. Evans whose street address is 620 New Warrington Rd., Pensacola FL 32506 which is also the address of the initial registered office.

ARTICLE FIVE - THE RIGHT TO ADMIT NEW MEMBERS

The right to admit new members is reserved solely to a majority vote of the members.

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ARTICLE SIX - MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining members of this Limited Liability Company may continue its business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.


ARTICLE SEVEN - MANAGEMENT

This Limited Liability Company will be managed by the members and the name and address of the managing member are James G. Evans, 620 New Warrington Road, Pensacola FL 32506.

ARTICLE EIGHT - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

An affidavit as to membership in this Limited Liability Company and the member's current and anticipated capital contributions is attached hereto.

DATED: March 10, 1998.



JAMES G. EVANS
Member

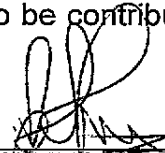
Per Florida Statute 608.408(3), the execution of this certificate by the above member constitutes an affirmation under the penalties of perjury that the facts stated therein are true.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Pensacola Motorsports, L.C., a Florida Limited Liability Company certifies: ...

1. The above named Limited Liability Company has at least two members.
2. The total amount of cash contributed by the members is \$100.00.
3. The agreed value of property other than cash contributed by the members is \$ -0- and such property is generally described as: N/A.
4. The total of cash and property anticipated to be contributed by the members is \$900,000.



JAMES G. EVANS
Member

Per Florida Statute 608.408(3), the execution of this affidavit by the above member constitutes an affirmation under the penalties of perjury that the facts stated therein are true.

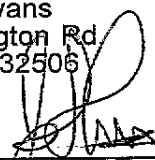
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is PENSACOLA MOTORSPORTS, L.C.
2. The name and the Florida street address of the registered agent is:

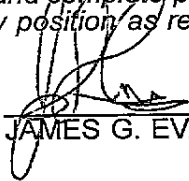
James G. Evans
620 New Warrington Rd
Pensacola FL 32506



JAMES G. EVANS
Member

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the certificate, I hereby accept the 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.



JAMES G. EVANS