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REPLY TO:

Orlando

January 24, 2000

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

Re: R & K, L.L.C.

100003113311--8
-01/27/00--01097--001
****155.00 ****155.00

Dear Sir/Madam:

Enclosed please find the following documents pursuant to the organization of the above referenced corporation:

1. The executed Articles of Organization;
2. Copy of the executed Articles of Organization to be certified and returned; and
3. A check in the amount of \$155.00 to cover filing fee and certified copy.

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater:df Verifier	DCC
encl.	
Acknowledgement	DCC
W. P. Verifier	DCC

Sincerely,

M. Deborah Fricke
Corporate Legal Assistant

00 JAN 27 PM 3:02
DIVISION OF CORPORATIONS

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**ARTICLES OF ORGANIZATION
FOR
R & K, L.L.C.**

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned (the "Members") acting as the organizers and the Members of R & K, L.L.C., under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is R & K, L.L.C.

**ARTICLE II
PURPOSE AND POWERS**

A. Purposes. The Company is organized for the purpose of operating an Internet-based Nissan Infiniti automobile owners' club.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

**ARTICLE III
INITIAL REGISTERED AGENT, REGISTERED OFFICE ADDRESS**

The street address and mailing address of the initial corporate office and initial registered office of this Company is 3112 Eunice Avenue, Orlando, Florida 32808, and the name of the initial registered agent of this Company at that address is Karrie Mudd.

**ARTICLE IV
DURATION**

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member, or upon the occurrence of any other event which terminates the continued membership of any Member in the Company, unless the business of the Company is continued by the unanimous written consent of all the remaining Members, the Company shall dissolve.

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DIVISION OF CORPORATE AFFAIRS
SECRETARY OF STATE

ARTICLE V
MANAGEMENT

As provided in the Operating Agreement, the management and control of the Company and its business and affairs is reserved to the Members of the Company.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company. Any new Members admitted shall not become Managing Members without the unanimous written consent of all then existing Members of the Company.

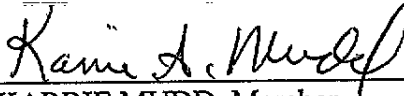
ARTICLE VII
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right of the remaining Members of the Company to continue the business on 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 in the limited liability company shall be upon the unanimous written consent of all then existing Members of the Company.

ARTICLE VIII
AMENDMENTS

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization as of the 21 day of January, 2000.


KARRIE MUDD, Member


REX BIRKMIRE, Member

00 JAN 21 PM 3:02
STONY BROOK OPERATIONS
DIVISION 11

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this January 21, 2000 day of ~~December, 1999~~,
by Karrie Mudd, who is personally known to me or has produced License as
identification.

Stephan Barrett

NOTARY SIGNATURE

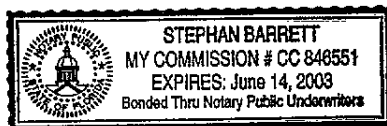
Print Name: STEPHAN BARRETT

Notary Public

My Commission Expires: 6/14/03

STATE OF FLORIDA

COUNTY OF Orange



The foregoing instrument was acknowledged before me this January 21, 2000 day of ~~December, 1999~~,
by Rex Birkmire, who is personally known to me or has produced License as
identification.

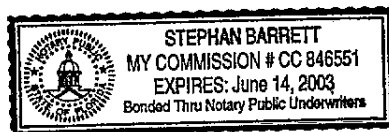
Stephan Barrett

NOTARY SIGNATURE

Print Name: STEPHAN BARRETT

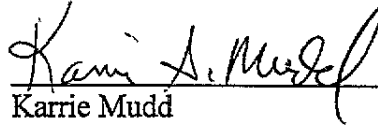
Notary Public

My Commission Expires: 6/14/03



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby acknowledges that the undersigned is familiar with, and accepts, the obligations of a registered agent under Chapter 608, Fla. Stat. and accepts the appointment to serve as the initial Registered Agent of R & K, L.L.C.


Karrie Mudd

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DIVISION OF CORPORATIONS
STATE OF FLORIDA