

Division of Corporations

L000000001408**Florida Department of State**

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 922-4003

From:

Account Name : KALISH & WARD, P.A.

Account Number : 076245002115

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LIMITED LIABILITY COMPANY**APBA OFFSHORE POWER BOAT RACING, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

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ARTICLES OF ORGANIZATION
OF
APBA OFFSHORE POWER BOAT RACING, LLC

The undersigned authorized representative does hereby certify that the persons so identified herein have associated themselves together for the purpose of forming a limited liability company (the "Company") under the laws of the State of Florida.

ARTICLE I
NAME

The name of the Company shall be:

APBA OFFSHORE POWER BOAT RACING, LLC

ARTICLE II
PERIOD OF DURATION

The period of duration of the Company shall be perpetual.

ARTICLE III
GENERAL POWERS

The Company is formed for the purpose of conducting and undertaking, and shall have the power to conduct and undertake, any and all activities and actions authorized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

ARTICLE IV
ADDRESS AND PLACE OF BUSINESS

The mailing and street address for the Company's principal office is 111 2nd Avenue, NE, Suite 620, St. Petersburg, Florida 33701-3479.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office in Florida is 111 2nd Avenue, NE, Suite 620, St. Petersburg, Florida 33701-3479, and the name of its initial registered agent is MICHAEL D. ALLWEISS. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

R. Reid Haney, Esq.
Kalish & Ward, P.A.
101 E. Kennedy Blvd., 41st Floor
Tampa, Florida 33602
(813) 222-8700
Florida Bar No. 0709220
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**ARTICLE VI
MANAGEMENT**

All powers of the Company shall be exercised by or under the authority of the members and, except as otherwise provided in the operating agreement of the Company, if any ("Operating Agreement"), the business and affairs of the Company shall be managed by or under the direction of one or more managing members. The name and current address of the initial managing member is set forth below, and such person shall act in such capacity until otherwise determined by the members in accordance with the Company's Operating Agreement:

MICHAEL D. ALLWEISS
111 2nd Avenue, NE
Suite 620
St. Petersburg, Florida 33701-3479

**ARTICLE VII
RIGHT TO CONTINUE 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 in the Company, the business of the Company shall not cease and the Company shall not be dissolved except by the unanimous consent of the remaining members or as otherwise provided in the Operating Agreement of the Company.

**ARTICLE VIII
RESTRICTIONS ON MEMBERSHIP**

New members shall be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of a new member shall be determined in accordance with the Operating Agreement of the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous consent of the members, or otherwise in accordance with the Company's Operating Agreement. Additional restrictions and conditions on membership may be set forth in an operating agreement or other agreement adopted by the members.

**ARTICLE IX
OPERATING AGREEMENT**

The members of the Company may adopt an operating agreement pertaining to the regulation, management, and other affairs of the Company (previously defined as the "Operating Agreement"), provided that such Operating Agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Operating Agreement may be repealed or altered only in the manner now or hereafter prescribed therein, consistent with the laws of the State of Florida.

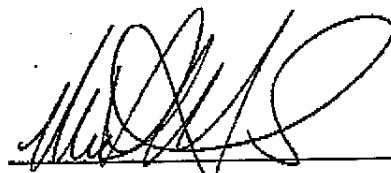
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**ARTICLE X
ACKNOWLEDGMENT**

The members of the Company, through their undersigned authorized representative, do hereby certify that the foregoing constitutes the proposed Articles of Organization of Tampa Pilots, LLC. These Articles of Organization may be amended from time to time by consent of the members holding a majority of the voting interests of the Company, or otherwise in the manner now or hereafter prescribed in the Company's Operating Agreement, consistent with the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 7th day of February, 2000.



MICHAEL D. ALLWEISS, Authorized
Representative of the Members

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DIVISION OF CORPORATIONS

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of APBA Offshore Power Boat Racing, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Section 608.415, Florida Statutes.

EXECUTED this 7th day of February, 2000.


MICHAEL D. ALLWEISS

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