

L00000000 7295

Requester's Name

Please return document

to: Joseph McCarty

Andreotti Blvd Park

139 Executive Circle

Suite 201

Daytona Beach, FL

32114

400003294524--4

-06/16/00-01082-002

****125.00 ****125.00

Office Use Only

INT NUMBER(S), (if known):

904 238-1777

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

00 JUN 16 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

L00-7295-
6-22

Name	_____
Available	_____
Examiner	_____
Notary	_____
Witness	_____
Acknowledgment	_____
W. F. Verifier	_____

Examiner's Initials

Articles of Organization
of
Andretti Thrill Park Management, L.L.C.

Article I
Name and Duration

The name of this limited liability company is Andretti Thrill Park Management, L.L.C. (the "Company"). The duration of the Company shall be 40 years commencing as of the date these Articles are filed by the Secretary of State.

Article II
Principal Office

The mailing address and principal office of the Company is 139 Executive Circle, Suite 201, Daytona Beach, FL 32114, or such other place as the Members may determine from time to time.

Article III
Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 139 Executive Circle, Suite 201, Daytona Beach, FL 32114. The name of the registered agent is Joseph J. McCarthy.

Article IV
Company Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Company are to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act (the "Act"). The Company will initially manage and operate family entertainment centers for third-party and affiliate owners.
2. In furtherance of its corporate purposes, the Company shall have all the general and specific powers and rights granted to and conferred on a corporation by the Act.

Article V
Members

The initial members of the Company ("Members") are:

1. Joe McCarthy, 500 Jimmy Ann Dr., #113, Daytona Beach, FL 32114
2. Edison Hamann, 11502 Wingham Court, Orlando, FL 32837
3. Dave Neubauer, 487 John Anderson Drive, Ormond Beach, FL 32176

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN 16 PM 4: 20

FILED

Additional members may be admitted from time to time only upon the written consent of all Members, and under the terms and conditions thereon.

Article VI Management

1. The Members shall elect, by majority in interest of the Members, managers of the Company to conduct the business of the Company (the "Managers") in accordance with the Regulations.
2. The following individuals are designated to serve as initial Managers of the Company until the first annual meeting of Members:
 - (i) Joseph J. McCarthy Managing Member
 - (ii) Dave Neubauer Managing Member
 - (iii) Edison Hamann Managing Member

Article VII Executive Committee

1. The Members may also elect, by a majority in interest of the Members, an executive board, known as the Board of Governors, that shall direct the overall policy and business of the Company.
2. The numbers of the Board of Governors may be increased or diminished from time to time in accordance with the Regulations; provided, however, there shall never be less than one governor. Each governor shall serve until the next annual meeting of Members or until his successor is elected and qualified.
3. The following individuals are designated to serve as the initial governors of the Company until the first annual meeting of members:
 - (i) Joe McCarthy, 500 Jimmy Ann Dr., #113, Daytona Beach, FL 32114
 - (ii) Edison Hamann, 11502 Wingham Court, Orlando, FL 32837
 - (iii) Dave Neubauer, 487 John Anderson Drive, Ormond Beach, FL 32176

Article VIII Amendment

The Members shall have the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now, or hereinafter prescribed by statute, and all rights conferred upon Members herein are granted subject to this reservation.

Article IX Regulations

The power to adopt, alter, amend and repeal Regulations for the management of the Company shall be vested in the Board of Governors.

FILED
00 JUN 16 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article X
Transferability of Members' Interest

A Member's interest in the Company may be transferred on with the unanimous written consent of all the remaining Members if the transferee intends to become a Member. Without such consent, the transferee shall not be entitled to become a Member or to participate in the management of the Company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

Article XI
Withdrawal, Retirement, Dissolution, Death, Bankruptcy or Expulsion

In the event of withdrawal, retirement, dissolution, death, bankruptcy or expulsion of a Member, or the occurrence of any other event that terminates the continued membership of a Member, the Company shall terminate and be dissolved unless the remaining Members shall unanimously elect to remain in existence and continue in business.

00 JUN 16 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned, for the purposes of forming a limited liability company under the laws of the State of Florida, do execute, file and record these Articles of Organization, and do certify that the facts herein stated are true.

Dated as of the 13 day of June, 2000.

Member

21
David F. Neubauer

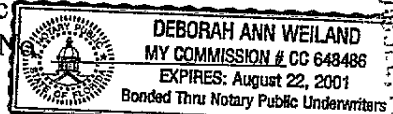
State of Florida)
) SS.
County of Volusia)

The foregoing instrument was acknowledged before me this 13th day of June, 2000, by David F. Neubauer, who is personally known to me and did take an oath.

Deborah Ann Weiland
Notary

(Notary Seal)

Deborah Ann Weiland
Name:
Notary Public
Commission No.



FILED
00 JUN 16 PM 4:20
SECRETARY OF STATE
FLORIDA

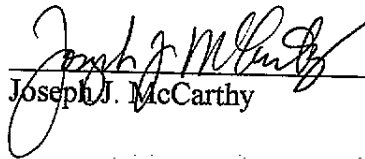
Registered Agent Certificate

In pursuance of the Florida Limited Liability Company Act, the following is submitted:

That Andretti Thrill Park Management, L.L.C., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Organization, at the City of Daytona Beach, County of Volusia, State of Florida, has named Joseph J. McCarthy, located at the registered office, as its registered agent to accept service of process and perform other duties as are required in the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Company, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of the statute relative in keeping open the office, and further state that I am familiar with section 608.415, Florida Statutes.



Joseph J. McCarthy

Dated: 6-12-00

FILED
00 JUN 16 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA