

Law Offices

L00000007543

STEVE MANNING

MEMBER FL AND KY BARS

PLEASE REPLY TO:

POST OFFICE BOX 550908
JACKSONVILLE, FLORIDA 32255-0908

TELEPHONE
(904) 739-8223

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(904) 739-9378

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(904) 463-2205

June 20, 2000

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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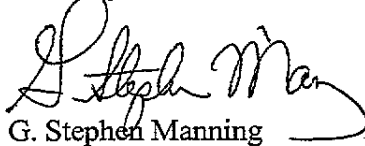
RE: Articles of Organization for racingtrader.comPETITION, L.L.C.

Dear Sir/Madam:

Enclosed for filing are the Articles of Organization, with attached Acceptance of Registered Agent for racingtrader.comPETITION, L.L.C. Also enclosed is a check for the amount of \$155.00 for the filing fee, designation of registered agent, certified copy and a certificate of status.

Please return a certified copy of the documents to the undersigned at Post Office Box 550908, Jacksonville, Florida 32255-0908 at your earliest convenience. Call me should any additional information be required.

Sincerely,


G. Stephen Manning

GSM/mlo

L00-7543

Name	RLC-21
Availability	
Document	EL
Examined	
Updated	EL
Updated	EL
Verified	EL
Indexed	EL
W. P. V.	EL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
racingtrader.comPETITION, L.L.C.**

The undersigned, for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization:

ARTICLE I – NAME

The name of the limited liability company shall be racingtrader.comPETITION, L.L.C. ("Company" or "Limited Liability Company").

ARTICLE II – ADDRESS

The mailing address of the Company is P.O. Box 550702, Jacksonville, Florida 32255. The street address of the principal office of the Company is 14180 Hampton Falls Drive North, Jacksonville, Florida 32244.

ARTICLE III – DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles or Organization.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Ronald H. Ogletree, 14180 Hampton Falls Drive North, Jacksonville, Florida 32244.

ARTICLE V – MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Vivian F. Geohagan-Ogletree
14180 Hampton Falls Drive North
Jacksonville, FL 32244

William Scott Carns
11668 Francis Drake Drive
Jacksonville, FL 32225

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TALLAHASSEE, FLORIDA

ARTICLE VI – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. The existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted. A member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the

business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VII – TERMINATION OF EXISTENCE

The Company shall not be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, except with the written consent of all the remaining members.

ARTICLE VIII – PURPOSE

The Company has been organized for the purpose of providing services on the Internet for the motorsports community to buy, sell or trade competition parts and services and for all lawful business purposes permitted under the Florida Limited Liability Company Act and the statutes and regulations of the State of Florida.

IN WITNESS WHEREOF, the undersigned organizing members have made and subscribed these Articles of Organization at Jacksonville, Florida on this 21st day of June, 2000.




William Scott Carns




Vivian Geohagan-Ogletree

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing Articles of Organization were acknowledged before me this 21st day of June, 2000, by William Scott Carns and Vivian Geohagan-Ogletree who are personally known to me or who produced a Florida driver's license for identification and who acknowledged that they signed such instrument of their own free will.


Notary Public, State of Florida at Large
Notary's printed or stamped name:
My commission expires:

 Michelle O'Rourke
My Commission CC780105
Expires October 4, 2002

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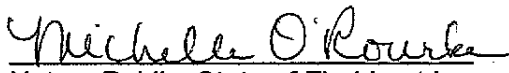
ACCEPTANCE OF REGISTERED AGENT


Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned, Ronald H. Ogletree, 14180 Hampton Falls Drive North, Jacksonville, Florida 32244, being the person named in the Articles of Organization of racingtrader.comPETITION, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.


Ronald H. Ogletree, Registered Agent

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing Acceptance of Registered Agent was acknowledged before me this 21st day of June, 2000, by Ronald H. Ogletree who are personally known to me and who acknowledged that he signed such instrument of his own free will.


Notary Public, State of Florida at Large
Notary's printed or stamped name:
My commission expires:

 Michelle O'Rourke
My Commission CC780105
Expires October 4, 2002

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00 JUN 23 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA