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LIMITED LIABILITY COMPANY

Gas Gas Motors of America LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 15, 2000

FOWLER, WHITE, GILLEN, ET AL.

SUBJECT: GAS GAS MOTORS OF AMERICA LLC
REF: W00000022686

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**ARTICLES OF ORGANIZATION
OF
GAS GAS MOTORS OF AMERICA LLC**

We, the undersigned, do hereby certify that we have associated ourselves together for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I

Name

The name of the limited liability company shall be:

GAS GAS MOTORS OF AMERICA LLC

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ARTICLE II

Address and Place of Business

The mailing address and the principal place of business for the limited liability company is: 622 Greenglen Lane, Palm Harbor, Florida 34684-3012 USA

ARTICLE III

Period of Duration

The limited liability company shall begin existence on the day of filing, and shall continue until December 31, 2025, or until sooner dissolved in a manner provided by law or by regulations adopted by the members of the limited liability company.

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ARTICLE IV

Purposes

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE V

General Powers

The limited liability company shall have the power to:

(a) Purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, or otherwise deal in or with real or personal property, or an interest in real or personal property, wherever situated.

(b) Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer or otherwise dispose of all or any part of its property or assets.

(c) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, use or deal in or with:

Prepared by:
Richard A. Jacobson, Esq.
Post Office Box 1438
Tampa, Florida 33601
(813) 228-7411
Florida Bar #: 364460

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(i) Shares or other interests in or obligations of other foreign or domestic limited liability companies, domestic or foreign corporations, associations, general or limited partnerships or individuals; or

(ii) Direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality, or of any instrumentality thereof.

(d) Make contracts or guarantees or incur liabilities; borrow money at such rates of interest as the limited liability company may determine; issue its notes, bonds, or other obligations or secure any of its obligations by mortgage or pledge of all or any part of its property, assets, franchises or income.

(e) Lend money for any lawful purpose, invest or reinvest its funds, or take and hold real or personal property as security for the payment of funds so loaned or invested.

(f) Conduct its business, carry on its operations and have offices, and exercise the powers granted by Florida law, within or without the State of Florida.

(g) Elect or appoint managers and agents, define their duties, and fix their compensation.

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(h) Make and alter regulations not inconsistent with these Articles of Organization or the laws of the State of Florida.

(i) Make donations to the public welfare or for charitable, scientific or educational purposes.

(j) Indemnify a member or manager or any other person to the same extent as a corporation may indemnify any of the directors, officers, employees, or agents of the corporation against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or its is made a party.

(k) Cease its activities and surrender this Certificate of Organization.

(l) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the limited liability company is organized.

(m) Transact any lawful business which the members or the managers find to be in aid of governmental policy.

(n) Pay pensions and establish pension plans, profit-sharing plans and other incentive plans for any or all of its managers and employees.

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- (o) Be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.
- (p) Have and exercise all other powers necessary or convenient to effect its purposes.

ARTICLE VI

Registered Office and Registered Agent

The street address of the limited liability company's initial registered office is 501 E. Kennedy Boulevard, Suite 1700, Tampa, Florida 33602 and the name of its initial registered agent at such address is Richard A. Jacobson. The limited liability 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 602.416, Florida Statutes.

Prepared by:
Richard A. Jacobson, Esq.
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Tampa, Florida 33601
(813) 228-7411
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ARTICLE VII

Initial Capital Contributions

The total amount of cash, and the description and agreed value of property other than cash initially contributed to the limited liability company is \$100.00.

ARTICLE VIII

Additional Contributions

Additional contributions, if any, will be made by the members as provided in the regulations adopted by the members.

ARTICLE IX

Management

All powers of the limited liability company shall be exercised by or under the authority of, and the business and affairs of the limited liability company shall be managed by or under the direction of the members of the limited liability company.

The name and current address of each member is as follows:

Gas Gas Motos S.A. 99%
C/O 622 Greenglen Lane,
Palm Harbor, Florida 34684-3012

Prepared by:
Richard A. Jacobson, Esq.
Post Office Box 1438
Tampa, Florida 33601
(813) 228-7411
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Juan Carlos Romero
622 Greenglen Lane,
Palm Harbor, Florida 34684-3012

1%

ARTICLE X
Continuity of Business

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall cease and the limited liability company shall be dissolved unless the business of the limited liability company is continued by the consent or agreement of all remaining members.

ARTICLE XI
Restrictions on Membership

No new members shall be admitted to the limited liability company without the unanimous prior consent of the existing members. Contributions required of new members shall be determined as of the time of their admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous written consent of the members. Additional restrictions and conditions on membership may be set forth in regulations adopted by the members.

Prepared by:
Richard A. Jacobson, Esq.
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(813) 228-7411
Florida Bar #: 364460

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ARTICLE XII

Operating Agreement

The members of the limited liability company shall adopt an Operating Agreement between the members pertaining to the regulation, management and affairs of the limited liability company, 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 shall be repealed or altered only by the members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

ARTICLE XIII


Acknowledgement

We, the undersigned, being all members of the limited liability company, do hereby certify that the foregoing constitutes the proposed Articles of Organization GAS GAS MOTORS OF AMERICA LLC. These Articles of Organization may be amended from time to time by the unanimous agreement or consent of the members, in the manner now or hereafter prescribed by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 14 day of September, 2000.

By:

GAS GAS MOTORS OF AMERICA LLC


Richard A. Jacobson, authorized representative

Prepared by:
Richard A. Jacobson, Esq.
Post Office Box 1438
Tampa, Florida 33601
(813) 228-7411
Florida Bar #: 364460

Fax Audit Number: H00000049224.9

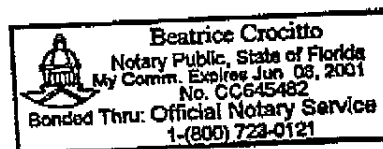
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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me the day and year last written by RICHARD A. JACOBSON, who is personally known to me and who did not take an oath.

Beatrice Crocitto
Notary Public, State of Florida



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TALLAHASSEE FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: GAS GAS MOTORS OF AMERICA LLC.
2. The name and address of the registered agent and office is:

Richard A. Jacobson
501 East Kennedy Boulevard
Suite 1700
Tampa, Florida 33602

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



Signature

Date Sept 14, 2000

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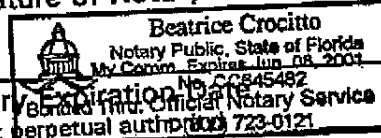
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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 14th day of September, 2000, by Richard A. Jacobson, as the authorized representative of a member of GAS GAS MOTORS OF AMERICA LLC, as his free act and deed for the uses and purposes therein stated. Such person is personally known to me.

Beatrice Crocitto
Signature of Notary Public

Notary Public, State of Florida
My Comm. Expires Jun 08, 2001
No. 00845482
Notary Public, State of Florida
Bonds Third. Official Notary Service
(if not perpetual authority) 723-0121

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Prepared by:
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