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MJH

November 1, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: *Alpha One Motorsports, LLC*

200003453272--8
-11/06/00-01093-012
***\$155.00 ***\$155.00

Dear Sir or Madam:

Enclosed find an original plus one copy of the Articles of Organization for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$155.00 representing the filing fee. I would appreciate receiving a certified copy of the Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,


Gary B. Frese

GBF/lkw
Enclosures as stated

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV -6 AM 11:23

ARTICLES OF ORGANIZATION
OF
ALPHA ONE MOTORSPORTS, LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV - 6 AM 11:23

The undersigned person hereby adopts these Articles of Organization in order to form a limited liability company under Chapter 608 of the Florida Statutes.

ARTICLE I - NAME

The name of this limited liability company shall be Alpha One Motorsports, LLC (the "Company").

ARTICLE II - DURATION

The Company shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III - PURPOSE

The purpose of the Company is to engage in any lawful business activity that is not prohibited with respect to a limited liability company organized according to the laws of the State of Florida.

ARTICLE IV - ADDRESS

The initial street and mailing address of the principal place of business of the Company is 900 S. Miramar Avenue, #7, Indialantic, Florida 32903.

ARTICLE V - REGISTERED AGENT

The initial address in Florida of the initial registered office of the Company is 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of the Company at that address is Gary B. Frese.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted at such times and on such terms and conditions as all Members may unanimously agree and as provided in the regulations of the Company.

ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining Member(s) of the Company may continue the 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 upon unanimous agreement and as provided in the regulations of the Company.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by one (1) or more managers. The number of initial managers, who shall serve as managers until the first annual meeting of the Members of the Company or until their successors are duly elected, shall be two (2). The names and addresses of such initial managers are as follows:

David G. Allaire
900 S. Miramar Avenue, #7
Indialantic, Florida 32903

Peter Lin
900 S. Miramar Avenue, #7
Indialantic, Florida 32903

ARTICLE IX - ADOPTION OF REGULATIONS

The Members of the Company shall adopt regulations which shall contain provisions for the management of the business and the regulation of the affairs of the Company that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE X - AMENDMENT

The Company shall have the power to amend or supplement these Articles of Organization when approved by unanimous vote of the Members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 1st day of November, 2000.



Gary B. Frese, Authorized Representative

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said limited liability company.



Gary B. Frese, Registered Agent