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ACCOUNT NO. : 072100000032

REFERENCE : 943014 7158500

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 125.00

ORDER DATE : December 22, 2000

ORDER TIME : 3:27 PM

ORDER NO. : 943014-005

CUSTOMER NO: 7158500

CUSTOMER: Vincent J. Whibbs, Jr., Esq
Whibbs Whibbs & Johnson, P.a.

500003512145--3

421 North Palafox Street

Pensacola, FL 32501

DOMESTIC FILING

NAME: FT. WALTON MOTORSPORTS, L.C.

EFFECTIVE DATE: 125.00

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
00 DEC 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
FT. WALTON MOTORSPORTS, L.C.

FILED
09 DEC 22 PM 5: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Ft. Walton Motorsports, L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 620 New Warrington Road, Pensacola, Florida 32506.

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 of 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 Vincent J. Whibbs, Jr. at 421 N. Palafox Street, Pensacola, Florida 32501.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII – 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. A member may transfer his or her interest in the company as set forth in the regulations 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.

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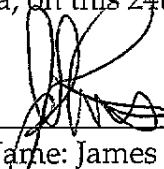
ARTICLE VIII--TERMINATION OF EXISTENCE

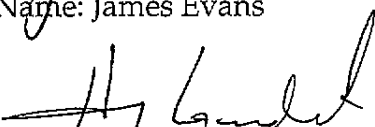
The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

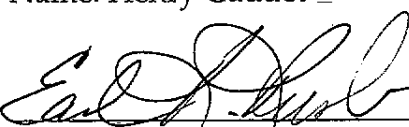
ARTICLE IX--MANAGEMENT

The company shall be managed by a manger in accordance with the regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of he affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is James Evans, 620 New Warrington Road, Pensacola, Florida 32506.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Pensacola, Florida, on this 24th day of August, 2000.


Name: James Evans


Name: Henry Gaudet


Name: Earl K. Rush

U.S. POWERSPORTS, L.L.C.

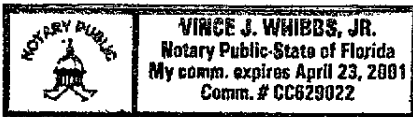
By: [Signature]
Its member

STATE OF FLORIDA
COUNTY OF ESCAMBIA

[Signature]
Applicant

Sworn to and subscribed before me on this 11th day of October, 2000, by Suzanne K. Whibbs, who is personally known to me.

[Signature]
NOTARY PUBLIC-State of Florida

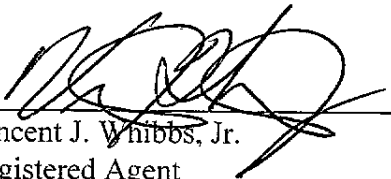


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TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Ft. Walton Motorsports, 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 or her duties, and is familiar with and accept the obligation of the position as the registered agent.



Vincent J. Whibbs, Jr.
Registered Agent

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