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January 15, 2001

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Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

EFFECTIVE DATE
2-2-01

800003553248--2
-01/18/01--01024--004
***155.00 ***155.00

RE: CIARDULLO RACING, LLC

Enclosed herewith please find two copies of the Articles of Organization for the above limited liability company for filing with your office. Also enclosed is our check in the sum of \$155.00 to cover filing fees, etc.

Very truly yours,

Monica L. Sierra
MONICA L. SIERRA *MS*

MLS:m
Enc.

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FILED
01 FEB -5 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 23, 2001

MONICA L. SIERRA
SIERRA GUSTAFSON & SIERRA
703 W SWANN AVE
TAMPA, FL 33606

SUBJECT: CIARDULLO RACING, LLC
Ref. Number: W01000001691

We have received your document for CIARDULLO RACING, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on January 18, 2001. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 601A00003640

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
CIARDULLO RACING, LLC**

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 this Limited Liability Company shall be:

CIARDULLO RACING, LLC.

ARTICLE II - ADDRESS

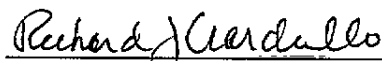
The mailing address and street address of the principal office of the Limited Liability Company is: **228 Highland Woods Dr., Safety Harbor, FL 34695.**

**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE &
REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

**RICHARD J. CIARDULLO
228 Highland Woods Dr.
Safety Harbor, FL 34695**

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 as provided for in Chapter 608, F.S.



RICHARD J. CIARDULLO
Registered Agent's Signature

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TALLAHASSEE, FLORIDA

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

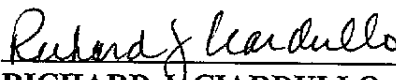
ARTICLE V - CLASS OF MEMBERS

The Company shall have two classes of members. One class of members shall be the active, voting members identified as managing members in the Operating Agreement. The other class of members shall be the passive, non-voting members of the Company except as provided for herein or in the regulations or operating agreement of the Company. Only the managing members shall have the authority to vote with respect to the active management of the business affairs of the Company. The other passive, non-voting members shall not participate in any way in the management of the Company business.

ARTICLE VI - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all members (both managing and non-managing) of the Company and upon such terms and conditions as shall be determined by all the members as set forth in the regulations or operating agreement of the Company. 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 (and unless said member is a voting member as referenced in Article V herein) 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.

IN ACCORDANCE WITH §608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


RICHARD J. CIARDULLO, as President of
CIARDULLO RACING OF FLORIDA, INC., a
Florida corporation
Managing Member

Richard J. Ciardullo
RICHARD J. CIARDULLO, Individually
Non-Managing Member

ARTICLE VIII - EFFECTIVE DATE

The effective date of the Limited Liability Company is 2/2/01.

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