

LO1000009125

Joshua N. Holcombe
5810 Washington St.
Naples, FL 34109

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

May 10, 2001

Re: Topspeed Performance, LLC

500004340125--5
-05/04/01--01108--016
****160.00 ****160.00

Dear Dept. of State:

Please register and forward a certified copy and certificate of status. Thank you.

Sincerely,



Joshua N. Holcombe registered agent

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01 JUN -4 PM 3:53
CORPORATION DIVISION
TALLAHASSEE, FL 32314

LO1-9125

CLINE

ARTICLES OF ORGANIZATION, OPERATING AGREEMENT
OF
TOPSPEED PERFORMANCE, LLC

ARTICLE I

NAME

Section 1. Name.

The name of the corporation is:

TOPSPEED PERFORMANCE, LLC

ARTICLE II

MAILING & STREET ADDRESS

The mailing address shall be: 5810 Washington St., Naples, FL 34109

The street address shall be: 5810 Washington St., Naples, FL 34109

ARTICLE III

REGISTERED AGENT

Section 1. Offices.

The registered office shall be: 5810 Washington St., in the City of Naples, County of Collier, State of Florida (hereinafter, the "State"). The organization may also have offices at such other places both within and without the State, as the managers may from time to time determine or the business of the organization may require.

Section 2. Agent.

The registered agent shall be Joshua N. Holcombe.

ARTICLE IV

NATURE OF BUSINESS

Section 1. Structure.

This Limited Liability Company shall be a manager-managed company.

Section 2. Nature.

A. To transact any and all lawful business for which organizations may be organized under Florida General Law.

B. Sale and installation of auto accessories.

C. To do such other things as are incidental to the forgoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE V

MANAGERS/MEMBERS

Section 1. Number.

There shall be two (2) managers/members of the Organization.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Section 2. Designation.

The two managers/members shall be:

Joshua N. Holcombe
4255 5th Ave. SW
Naples, FL 34119

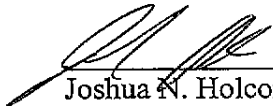
and

Andrea L. Holcombe
4255 5th Ave. SW
Naples, FL 34119


Joshua N. Holcombe 5-10-01
Date


Andrea L. Holcombe 5/10/01
Date

Registered Agent Acceptance: 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 am familiar with and accept the obligations of my position as registered agent as provide for in Chapter 608, F.S.


Joshua N. Holcombe 5-10-01
Date

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