

Jun. 12. 2001 3:49PMs

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 205-0383

From:

Account Name : BUSH ROSS GARDNER WARREN & RUDY, P.A.

Account Number : I19990000150

Phone : (813) 224-9255

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Benda Holland - new client

LIMITED LIABILITY COMPANY

POWERSPORTS CAPITAL, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUN 12 AM 9:58

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUN 12 PM 3:59

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**ARTICLES OF ORGANIZATION
OF
POWERSPORTS CAPITAL, L.L.C.**

The undersigned, acting as a member of the captioned Limited Liability Company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, adopts the following Articles of Organization:

ARTICLE I

Name

The name of this limited liability company is POWERSPORTS CAPITAL, L.L.C. (the "Company") and its principal office and mailing address is 100 S. Ashley Drive, Suite 1650, Tampa, Florida 33602.

ARTICLE II

Effective Date

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State.

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ARTICLE III

Purpose of Organization

The Company is organized to enable its members to transact any lawful business for which a limited liability company may be organized under Florida law.

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ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of the Company shall be 100 S. Ashley Drive, Suite 1650, Tampa, Florida 33602, and the initial registered agent of the Company at such address is Thomas R. Newkirk.

ARTICLE VI

Management of the Company

The Company shall be managed by a Manager who shall be elected by the members in the manner set forth in the Company's Operating Agreement.

ARTICLE VII

Operating Agreement

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

ARTICLE VII

Indemnification

If the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, have been met, then the Company shall indemnify any Manager or member, or former Manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4363, *Florida Statutes*.

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IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 12th day of June, 2001

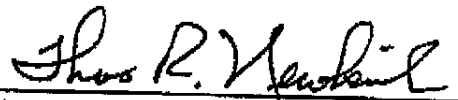

Thomas R. Newkirk, Member

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CERTIFICATE DESIGNATING

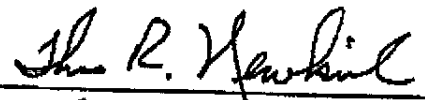
REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, POWERSPORTS CAPITAL, L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates Thomas R. Newkirk, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 100 S. Ashley Drive, Suite 1650, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.


Thomas R. Newkirk, Member

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named Company and agree to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.


Thomas R. Newkirk, Member

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