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AL

LIMITED LIABILITY COMPANY
XTREME AUTOMOTIVE TECHNOLOGIES, LLC

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**ARTICLES OF ORGANIZATION
OF
XTREME AUTOMOTIVE TECHNOLOGIES, LLC**

The undersigned, acting as an authorized representative of the initial members 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 XTREME AUTOMOTIVE TECHNOLOGIES, LLC (the "Company") and its principal office and mailing address is 8340 Ulmerton Road #510, Largo, Florida 33771.

ARTICLE II

Effective Date

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

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 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the Company at such address is Andrew T. Jenkins.

ARTICLE V

Management of the Company

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

ARTICLE VI

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*.

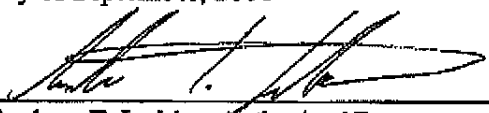
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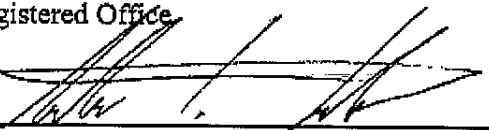
IN WITNESS WHEREOF, the undersigned authorized representative of the initial members has executed these Articles of Organization this 21st day of September, 2001


Andrew T. Jenkins, Authorized Representative

CERTIFICATE DESIGNATING

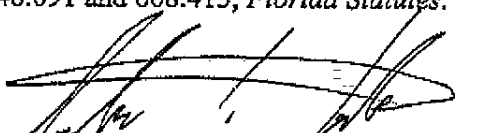
REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, XTREME AUTOMOTIVE TECHNOLOGIES, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, by action of its members, hereby designates Andrew T. Jenkins, 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 220 South Franklin Street, Tampa, Florida 33602, the business of its Registered Agent, as its Registered Office.


Andrew T. Jenkins, Authorized Representative

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*.


Andrew T. Jenkins

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