

ATTORNEY

EDWARD T. DINNA

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719 Intracoastal Drive
Fort Lauderdale, Florida 33304
(954) 561-4314

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Fort Lauderdale, Florida 33304
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March 22, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/26/02--01003--025
*****122.50 *****122.50

RE: Articles of Organization of Elite Racing Partners, LLC

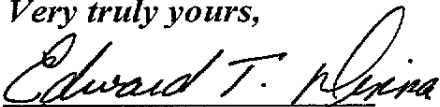
Gentlemen:

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Enclosed please find the original and one copy of Articles of Organization of Elite Racing Partners, LLC, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Organization of Elite Racing Partners, LLC and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Edward T. Dinna, Attorney
(Name and Address of Limited Liability Corporation)
Elite Racing Partners, LLC
137 Marine Drive
Hallandale, Florida 33009

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CC 30



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 27, 2002

EDWARD DINNA
719 INTRACOASTAL DRIVE
FORT LAUDERDALE, FL 33304

SUBJECT: ELITE RACING PARTNERS, LLC
Ref. Number: W02000008571

We have received your document for ELITE RACING PARTNERS, LLC and check(s) totaling \$122.50 of which \$122.50 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$32.50 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

The document must contain both the street address of the principal office and the mailing address of the entity.

The registered agent must sign accepting the designation.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 202A00018291

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ARTICLES OF ORGANIZATION OF ELITE RACING PARTNERS, LLC.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be ELITE RACING PARTNERS, LLC., and its principal office shall be located 137 Marine Drive, Hallandale, County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform

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any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

This limited liability company shall be managed by 3 managers. The names and addresses of the persons who shall serve until the first annual meeting of members and/ or until elected and qualified are:

1. John W. Donahue, 137 Marine Drive, Hallandale, Florida, 33009
2. John Becker, 2828 NW 30TH Street, Boca Raton, Florida, 33434
3. Gary W. Donahue, 137 Marine Drive, Hallandale Florida 33009

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**ARTICLE V
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all of the members. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VI
CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$ 10,000 cash shall be paid to the limited liability company by the 3 members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**ARTICLE VII
PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members at a date and time when a majority of the members call a meeting for the purpose of paying profits.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

**ARTICLE VIII
DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 719 Intracoastal Drive, City of Fort Lauderdale, County of Broward, State of Florida, and the name of the company's initial registered agent at that address is Edward T. Dinna.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of ELITE RACING PARTNER, LLC. Executed by the undersigned at a place and date reflected by the members' signature.

Date 3/11/02 *[Signature]*

Signature: *John W. Donahue*
John W. Donahue
137 Marine Drive
Hallandale, Florida 33009



Debra L. Kravitz
Commission # CC 785826
Expires OCT 25, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA
COUNTY OF BROWARD, SS.

Sworn to and subscribed before me on this 11 day of March, 2002.
Debra L. Kravitz
Commission # CC 785826
Expires OCT 25, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.
Debra L. Kravitz
NOTARY PUBLIC-STATE OF FLORIDA

☒ Personally known
☐ Produced identification - Type of identification produced _____

Date 3/11/02 *[Signature]*

Signature: *John Becker*
John Becker
2828 NW 30TH Street
Boca Raton, 33434



Debra L. Kravitz
Commission # CC 785826
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ATLANTIC BONDING CO., INC.

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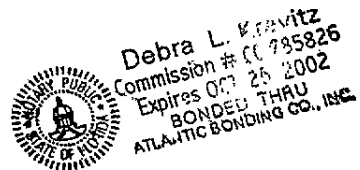
☒ Personally known
☐ Produced identification - Type of identification produced _____

Date 3-11-02

Signature: Gary Donahue

Gary Donahue
137 Marine Drive
Hallandale, Florida 33009

STATE OF FLORIDA
COUNTY OF BROWARD, SS.



Sworn to and subscribed before me on this 11 day of March, 2002.



Debra L. Kravitz
Commission # CC 785826
Expires OCT 25 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

Debra L. Kravitz
NOTARY PUBLIC-STATE OF FLORIDA

Personally known

Produced identification - Type of identification produced

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