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May 15, 2002

Via Federal Express

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Motorsports Product Design & Development of Lake County,
L.L.C.

Dear Sirs:-

Enclosed please find the original and copy of the Articles of Organization for filing regarding the above-referenced limited liability company. Also enclosed is a check in the amount of \$155.00 for the filing fee and certified copy.

Please return the certified copy of the filed Articles to me at the above address.

Very truly yours,

Scott A. Gerken

SAG:dm
Enclosures

xc: G. M. Higgs

FILED
02 MAY 16 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/21/02

ARTICLES OF ORGANIZATION

OF

MOTORSPORTS PRODUCT DESIGN & DEVELOPMENT OF LAKE COUNTY,

FILED
02 MAY 16 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this Limited Liability Company is MOTORSPORTS PRODUCT DESIGN & DEVELOPMENT OF LAKE COUNTY, L.L.C.

ARTICLE II
DURATION

This Limited Liability company shall commence on the date of filing of these Articles with the Secretary of State for the State of Florida and shall have a perpetual existence, unless sooner terminated as provided herein.

ARTICLE III
PURPOSE

This Limited Liability Company is created for the purpose of transacting all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act as agreed upon by the members.

ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of this Limited Liability Company shall be 527 Southridge Industrial Drive, Tavares, Florida 32778, or such other place or places as the members from time to time may determine.

The mailing address of this Limited Liability Company shall be 527 Southridge Industrial Drive, Tavares, Florida 32778.

The initial Registered Agent of this Limited Liability Company shall be Beverly J. Higgs, 527 Southridge Industrial Drive, Tavares, Florida 32778.

ARTICLE V

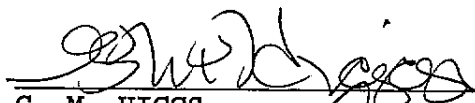
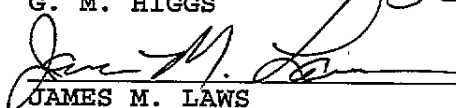
MANAGEMENT OF THE BUSINESS

This Limited Liability Company shall be a manager-managed company and shall be initially managed, pursuant to a written operating agreement, by G. M. HIGGS whose address is 527 Southridge Industrial Drive, Tavares, Florida 32778 and JAMES M. LAWS whose address is 34826 La Place Court, Eustis, Florida 32726. Such managers shall continue to manage this Limited Liability Company until qualified successors are duly elected by a majority of members. Such managers of this Limited Liability Company shall have the power to adopt, alter, demand, or repeal the regulations or operating agreement of this Limited Liability Company.

ARTICLE VI
AMENDMENTS

These Articles, except for the vested rights of the members, may be amended from time to time by a two-thirds (2/3) majority in interest of the members, and the amendments shall be filed, duly signed by all members of the Company, with the Florida Department of State. All members agree to abide by the majority decision and agree to sign the amendments for the purpose of filing with the Florida Department of State.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization on this 13TH day of May, 2002.


G. M. HIGGS

JAMES M. LAWS

FILED
02 MAY 16 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared G. M. HIGGS, who produced _____ as identification or he is personally known to me, and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of May, 2002.

VALORIE C ALLEN
Notary Public, State of Florida
My comm. exp. Feb. 6, 2004
Comm. No. CC907803

Valorie C. Allen
NOTARY PUBLIC
Valorie C. Allen
Notary Public Printed Name

My Commission Expires:

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JAMES M. LAWS, who produced _____ as identification or he is personally known to me, and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of May, 2002.

VALORIE C ALLEN
Notary Public, State of Florida
My comm. exp. Feb. 6, 2004
Comm. No. CC907803

Valorie C. Allen
NOTARY PUBLIC
Valorie C. Allen
Notary Public Printed Name

My Commission Expires:

FILED
02 MAY 16 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

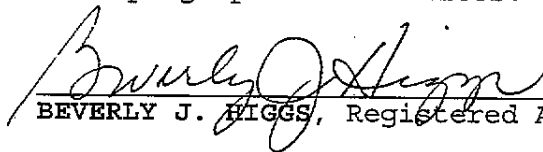
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - that MOTORSPORTS PRODUCT DESIGN & DEVELOPMENT OF LAKE COUNTY, L.L.C., desiring to organize under the laws of the State of

Florida with its principal office, as indicated in the Articles of Organization, at the City of Mount Dora, County of Lake, State of Florida, has named BEVERLY J. HIGGS, of 527 Southridge Industrial Drive, Tavares, Florida 32778 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Company, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said offices.


BEVERLY J. HIGGS, Registered Agent

Sworn to and subscribed before
me this 13th day of May,
2002 by BEVERLY J. HIGGS.


NOTARY PUBLIC

Valorie C. Allen
Notary Public Printed Name

My Commission Expires:

VALORIE C. ALLEN
Notary Public, State of Florida
My comm. exp. Feb. 6, 2004
Comm. No. CC907803

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