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TALLAHASSEE, FLORIDA

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October 2, 2002

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Florida Department of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: PRO AUTOMOTIVE PERFORMANCE CENTER, L.L.C./
filing as Limited Liability Company
Our File No.: 6188/001

Dear Sir:

Enclosed for filing, please find the Articles of Organization for Florida Limited Liability Company, together with the Registered Agent form. Also enclosed, is my firm's check in the amount of \$155.00, which represents the filing fee of \$125.00 for the articles and the designation of agent, plus the cost of a certified copy of \$30.00.

Please forward your letter of acknowledgment and the certified copy to my attention at the above address.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely yours,

STRAUGHN, STRAUGHN & TURNER, P.A.

Richard E. Straughn

RES/djb
enclosures

cc: Michael P. Mott

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ARTICLES OF ORGANIZATION
OF

PRO AUTOMOTIVE PERFORMANCE CENTER, L.L.C.

ARTICLE I - NAME

The name of this Limited Liability Company is PRO AUTOMOTIVE PERFORMANCE CENTER, L.L.C.

ARTICLE II - ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The mailing address of this Limited Liability Company is: 3460 Recker Highway, Winter Haven, Florida 33880, and the principal place of business for this company shall be: 3460 Recker Highway, Winter Haven, Florida 33880.

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be perpetual existence, unless sooner dissolved according to law.

ARTICLE IV - PURPOSES AND POWERS

The general nature of the business or businesses to be transacted in which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida and the powers of said limited liability company, 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 hereinbefore set forth 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 that which this limited liability company is authorized to carry on, pursuant to provisions of this certificate; and to hold, utilize, or 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 thereof, and to perform and carry out, assign, cancel, and 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 herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity of under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar

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TALLAHASSEE, FLORIDA

as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges and communities 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 herein set forth, 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.

7. 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 herein contained 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 the laws of the State of Florida, lawfully carry on, exercise or do.

ARTICLE V - MANAGEMENT

This Limited Liability Company is to be managed by the manager set forth below until the first annual meeting of the company's members, or until a successor is elected and qualified:

(i) MICHAEL P. MOTT, 3460 Recker Highway, Winter Haven, Florida 33880.

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ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Members shall have the right to admit new members by unanimous consent of the members set forth herein. Any contributions required of new members shall be determined at the time of a new member's admission to this Limited Liability Company. A member's interest in this Limited Liability Company may not be sold or otherwise transferred, either voluntarily or involuntarily, except with the unanimous written consent of all members.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in this Limited Liability Company, the remaining members shall have the right to continue the business upon obtaining the unanimous consent of all such remaining members.

IN WITNESS WHEREOF, I, the undersigned, being the original subscribing member do make and file these Articles of Organization for the purposes expressed, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal, this 2nd day of October, 2002.



MICHAEL P. MOTT, Member

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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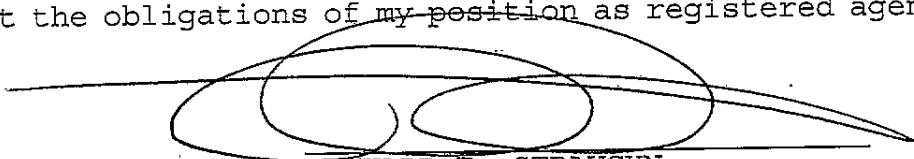
PURSUANT TO the provisions of Section 608.415 or 608.504, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is PRO AUTOMOTIVE PERFORMANCE CENTER, L.L.C.

2. The name and the Florida street address of the registered agent are:

Richard E. Straughn, Esquire
255 Magnolia Avenue
Winter Haven, Florida 33880

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 said all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


RICHARD E. STRAUGHN