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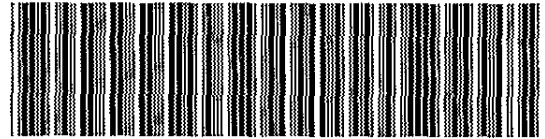
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U.S. DEPARTMENT OF JUSTICE

L02000033101



ACCOUNT NO. : 072100000032

REFERENCE : 827888 120708A

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 155.00

ORDER DATE : November 20, 2002

ORDER TIME : 11:46 AM

ORDER NO. : 827888-005

CUSTOMER NO: 120708A

CUSTOMER: Ronald W. Ritchie, Esq
Ronald W. Ritchie, P.a.

Suite 4
5129 Castello Drive
Naples, FL 34103

DOMESTIC FILING

NAME: ARNOLD MOTORSPORTS, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 20, 2002

NORMA HULL
CSC
TALLAHASSEE, FL

SUBJECT: ARNOLD MOTORSPORTS, LLC
Ref. Number: W02000033101

We have received your document for ARNOLD MOTORSPORTS, LLC and the authorization to debit your account in the amount of \$155.00. However, the document has not been filed and is being returned for the following:

In Article II you state that the registered office and mailing address is. Please change the word registered office to principal office. The term registered office refers to the registered agent and you have a different address for him. Please delete the word Organizer from the signature page of your articles and insert either member or authorized representative of a member.

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) 245-6913.

Diane Cushing
Corporate Specialist

Letter Number: 702A00062796

ARTICLES OF ORGANIZATION

OF

ARNOLD MOTORSPORTS, LLC, A LIMITED LIABILITY COMPANY

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TALLAHASSEE, FLORIDA

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ARTICLE I

NAME

The name of this limited liability company is ARNOLD MOTORSPORTS, LLC, referred to herein as the "Company."

ARTICLE II

PRINCIPAL OFFICE AND AGENT

The principal office and mailing address of the Company is 1000 Commercial Boulevard, Suite 118, Naples, FL 34104. The Company's registered agent is Donald L. Arnold, whose office is located at 1100 Commercial Boulevard, Suite 118, Naples, FL 34104.

ARTICLE III

DURATION

Unless affirmatively dissolved, the Company shall have perpetual duration.

ARTICLE IV

ORGANIZER

The organizer of the Company is Donald L. Arnold, a natural person at least eighteen (18) years old.

ARTICLE V

PURPOSE AND POWERS

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to any lawful purpose.

ARTICLE VI

MANAGEMENT BY MANAGER(S)

Section 6.01 Designation of Manager(s)

(a) Manager(s). The Company will be managed by one or more managers. The initial manager shall be Donald L. Arnold whose address is 1100 Commercial Boulevard, Suite 118, Naples, Florida 34104, who shall serve until the next scheduled annual elections of the Company. Reference herein to "manager" or "managers" shall refer to either or all of the persons elected to serve as a manager of the Company.

(b) Removal. The member(s) may remove a manager, without having to possess, state, or prove cause, by

(i) a vote of members holding 100 percent of the voting power of all membership interests, excluding any voting power held by the manager whose removal is sought. The vote must be taken at a properly scheduled meeting of the members, and a manager whose removal is sought may not vote, or

(ii) written consent of members holding 100 percent of the voting power of all membership interests, excluding any voting power held by the manager whose removal is sought.

The removal of a manager without stating or proving cause does not bar a later claim that the manager engaged in misconduct while a manager.

(c) Resignation. A manager may resign by providing written notice to all members, using the means of notice stated in the Company's operating agreement for giving notice to members. If the operating agreement does not specify a means of giving notice, the

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TALLAHASSEE, FLORIDA

manager must give notice by a means sufficient under the laws of the State of Florida. The resignation shall take effect ten (10) days after the date the manager gives notice to all members, or at a later date stated in the notice of resignation.

(d) Interim Management. Once the resignation of a manager is effective or the members remove a manager, the Company will be managed by the remaining manager until a replacement manager is chosen with the majority consent of the members.

(e) Replacement Manager. The members will elect a replacement manager at a properly scheduled meeting of the members. The vote of members holding a majority of the voting power of all membership interests is necessary to elect a replacement manager. In the case of the removal of a manager under Section 6.01(b)(i), the same meeting that votes removal may also elect a replacement manager. Once elected, the replacement manager will have all of the powers and duties of the initial managers.

Section 6.02 Authority of the Managers

Managers' Operational Authority. The managers have authority, in the name, and on behalf, of the Company to sign and deliver all contracts, agreements, leases, notes, mortgages and other documents and instruments which are necessary, appropriate or convenient for the conduct of the Company's business and the furtherance of its purposes. The signatures of both of the managers herein named is required to bind the Company. This provision does not alter or waive any duty that a manager may have to the Company concerning a manager's exercise of management authority.

**Section 6.03 Nonliability of Manager for Acts or Omissions in
Official Capacity**

The manager is released from liability for damages and other monetary relief to the full extent permitted by the laws of the State of Florida.

Section 6.04 No Authority of Members

Except as authorized by a manager, no member is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company.

ARTICLE VII

IDENTIFICATION OF MANAGER

The name and address of the initial manager of the Company are:

**DONALD L. ARNOLD
1000 COMMERCIAL BOULEVARD, SUITE 118
NAPLES, FLORIDA 34104**

ARTICLE VIII

CONTRIBUTIONS

The member(s) in the aggregate have contributed to the Company \$1,000.00 in cash.

ARTICLE IX

ADMISSION OF NEW MEMBERS

The Company may admit new members only upon the unanimous written consent of all members as provided in the Company's operating agreement.

ARTICLE X

DISSOLUTION

**Section 10.01 Dissolution and Dissolution Avoidance Following the
Dissociation of a Member**

(a) Dissociation Defined. "Dissociation of a member" or "dissociation" occurs when the Company has notice or knowledge of an event that has terminated a member's continued membership in the Company.

(b) Means of Avoiding Dissolution Following Member Dissociation.

(i) To avoid dissolution under this Section 10.01(b) the Company must have at least one remaining member.

(ii) In addition to any means for avoiding dissolution provided by statute, dissolution is avoided upon the dissociation of a member if, within five (5) days of the dissociation, consent to avoid dissolution is obtained from all of the remaining members. The consent may be by vote, at a properly called member meeting, or in writing.

ARTICLE XI

DISTRIBUTIONS

Section 11.01 Interim Distributions

The Company may make interim distributions of property to its members as agreed to by all of the members.

Section 11.02 Winding-Up Distributions

The Company may make winding-up distributions of property to its members as agreed by all of the members.

ARTICLE XII

RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the Company's operating agreement, then, to the extent allowed by law, the operating agreement will govern.

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TALLAHASSEE, FLORIDA

Executed by the undersigned this 19th day of November, 2002.

By: *Donald L. Arnold*
DONALD L. ARNOLD, Manager

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this 19th day of November, 2002, by DONALD L. ARNOLD who is personally known to me (or has produced _____ as identification) and who did/did not take an oath.

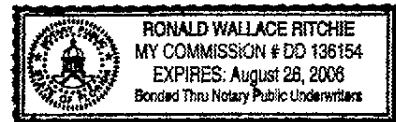
(S E A L)

Ronald W. Ritchie
NOTARY PUBLIC

Print Name - Ronald W. Ritchie

Commission Number - _____

My Commission Expires: _____



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent in the State of Florida

1. The name of the limited liability company is **ARNOLD MOTORSPORTS, LLC.**

2. The name and address of the registered agent and principal/registered office is:

Donald L. Arnold
1100 Commercial Boulevard, Suite 118
Naples, Florida 34104

* * * *

ACKNOWLEDGMENT AND ACCEPTANCE

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 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.

DATED this 19th day of November, 2002.


DONALD L. ARNOLD, Registered Agent

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