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BK



Jim Morrison & Associates, Inc. 6847A North 9th Avenue

6847A North 9th Avenue Suite 186 Pensacola, Florida 32504 (850) 221-2046 email:jmajcm@hotmail.com

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

January 27, 2003

SUBJECT: MOTOR WORLD, LLC

Enclosed are an original and one (1) copy of the Articles of Organization and a check for

\$155.00 to cover filing fees.

Thank-You

James C Morrisor

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LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION

We, the undersigned, who intend to form and create a Limited Liability Company, as defined in the Statues of the State of Florida, do hereby state and certify the following:

Article I

Name

The name of the of the Liability Company shall be MOTOR WORLD, LLC.

Article II

Initial Principal Office

The principal office of the company is located at, 5500 Pensacola Blvd. Pensacola, Florida, 32503 This is also the mailing address.

Article III

Initial Registered Agent

The registered agent is James C Morrison for service of process. The address is 6897 A. N. 9th Ave, Suite 186, Pensacola, FL 32504.

Article IV

Purpose

The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under laws of the State of Florida.

Article V

Duration

The company shall have a duration of 15 years.

Article VI

Indemnification

- (A) The company shall indemnify any person who is or was a party, who is threatened to made a party, to any threatened, pending or completed action, suitor proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member or employee of the company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorney's fees) judgements, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interest of the company.
- (B) The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnization; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

(C) Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may by paid by the company on advance of the final disposition of such action, suit or preceding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to by indemnified by the corporation.

Article VII

Composition of Management

The management of the company will be vested in a board of managers, consisting of a number not more than five (5), who are required to be, members of the company, designated in accordance with the terms of the company operating agreement.

Article VIII

Initial Management

The names and addresses of the Managers of the Company are as follows:

Names: Addresses:

Pamela Smith 3808 Tiger Point Blvd

President Gulf Breeze, FL 32561

Homer Graham 5500 Pensacola Blvd

Vice President Pensacola, FL 32505

Article VIII

Initial Capital

The amount of capital each member has contributed or has agreed to contribute:

Member: Capital Contributed:

Pamela Smith \$100.00 Homer Graham \$100.00

Article X

Additional Members

The company shall have the right to add additional members according the terms of the Operating Agreement.

Article XI Continued Operation

The members may only continue business upon an event of dissolution only according the terms of the Operating Agreement.

In TESTIMONY WHEREOF, I have hereunto set my hand and seal

This 15 day of JAm. , 2003

Pamela G Smith

STATE OF FLORIDA COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared who, after being duly sworn, avers and acknowledges that he executed the foregoing for the uses and purposes therein expressed and swears that the matters contained therein are true and correct.

SWORN TO AND SUBSCRIBED before me, this ______ day of ______, 2003

Notary Public State of Florida

In TESTIMONY WHEREOF, I have hereunto set my hand and set

My Commission express

This 15 day of JAN. , 2003

Homer Graham

MICHAEL S. O'DANIEL

STATE OF FLORIDA COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared who, after being duly sworn, avers and acknowledges that he executed the foregoing for the uses and purposes therein expressed and swears that the matters contained therein are true and correct.

day of ________, 2003

Notary Public, State of Florida

MICHAEL S. O'DANIEL

MY COMMISSION & COM

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

In pursuance of Chapter 608, Florida Statues, the following is submitted in compliance with said Act:

First - That

Desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of organization at Pensacola, County of Escambia, State of Florida, has named James C Morrison, located at 6847 A N 9th Ave., Suite 186., Pensacola, Escambia County, Florida, 32504, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service for process for the above stated corporation, at the place designated in this certificate I hereby accept 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 obligation of my position as registered agent as provided for in chapter 608, F.S.

James C Morrison, Resident Agent