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04/04/03--01061--025 **177.50

FILED
03 APR - 4 PM 2:40
TALLAHASSEE, FLORIDA

March 11, 2003

Limited Liability Company
Division of Corporation
P.O.Box 6478
Tallahassee, Florida 32314

Re. Sky's the Limit Racing LLC

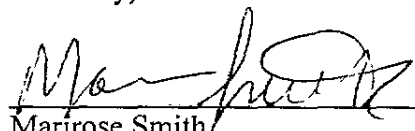
Dear Sir/Madam:

The Corporation was original register in North Carolina and subsequently registered as a foreign corporation in Florida. Sky's the Limit Racing, LLC is moving to Florida and ceasing any business in North Carolina.

To that effect the corporation in North Carolina will be close and a new opened in Florida. The Corporation will want to use the exact same name used as a foreign corporation doing business in Florida.

We are filing the necessary papers and request that the name will be approved as is the same owners.

Sincerely,



Marirose Smith
Managing Member
Sky's the Limit Racing L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

March 12, 2003

Registration Section
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

Re. SKY'S THE LIMIT RACING, L.L.C. a Florida Corporation

Please register and certify the following Florida Corporation

SKY'S THE LIMIT RACING, L.L.C.
2522 SW 27TH AVE
OCALA, FLORIDA 34474

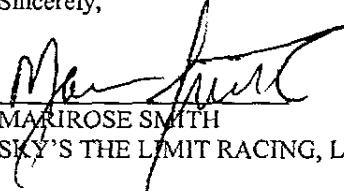
Attached is a check for \$177.50 to cover as follows:

\$100.00	Filing fees
25.00	Designation of Registered Agent
52.50	Certified copy

\$177.50 Total enclosed

Also two copies of the Articles of Organization and Affidavit and two copies of the Designated Registered Agent

Sincerely,


MARIROSE SMITH
SKY'S THE LIMIT RACING, L.L.C.

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ARTICLES OF ORGANIZATION
SKY'S THE LIMIT RACING L.L.C.

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ARTICLE I - NAME

The name of the Limited Liability Company is SKY'S THE LIMIT RACING, L.L.C.

ARTICLE II- ADDRESS

The mailing address and street of the principal office of the Limited Liability Company is 2522 SW 27TH AVE, OCALA, FLORIDA 34474.

ARTICLE II I- DURATION

The period of duration for the Limited Liability Company shall be having perpetual existence commencing on the date of the filing of the Articles with the Department of State.

ARTICLE IV- REGISTERED OFFICE AND RESIDENT AGENT

The register agent of the company will be MARIROSE SMITH with the address of 2522 SW 27TH AVE, OCALA, FL 34474.

ARTICLE V-MANAGEMENT

The Limited Liability Company is to be managed by the members and the manes and addresses of the managing member are;

MARIROSE SMITH P.O.BOX 2156, OLDSMAR, FLORIDA 34677

SOFIE FRANZEN-MOYLE P.O.BOX 1842, SOUTH PINES, NC 28388

ARTICLE VI- ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admission shall be:

All of the other members of the Limited Liability Company other than the member proposing to dispose of the member's interest must approve of the propose transfer or assignment by unanimous written consent in

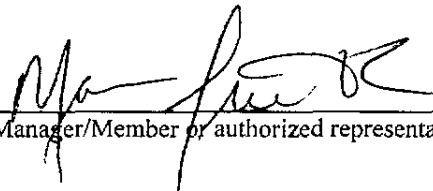
order to become a member. If there is not unanimous consent a transferee will not become a member and will be entitled to receive the share of profits or other compensation by way of income and the return of contributions to which that member otherwise would have been entitled.

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ARTICLE VII - MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining members of a Limited Liability Company will have the right to continue the business after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership as long as there is unanimous consent to do so.



Manager/Member or authorized representative of a member

Marilose Smith

Print name of signee

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 608.407(2), 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 SKY'S THE LIMIT RACING LLC.
2. The name and the Florida street address of the registered agent are:

Name: MARIROSE SMITH

Address: 2522 SE 27TH AVE, OCALA, FLORIDA 34474

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.


MARIROSE SMITH

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CLERK OF COURT
LAHASSSE FLORIDA

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