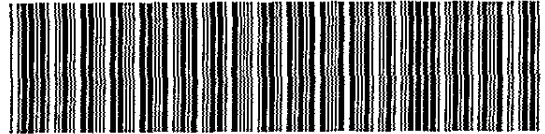


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TALLAHASSEE, FLORIDA



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ATTORNEY AT LAW
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TALLAHASSEE, FLORIDA
FACSIMILE: (239) 435-1995

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August 26, 2003

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

Re: ~~Arnold Motorsports, LLC~~

Sunguest Development Company, LLC

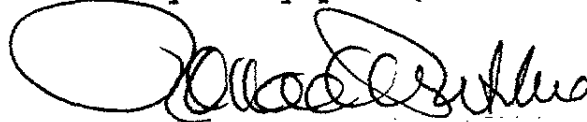
Dear Ladies:

Enclosed please find an original and one (1) copy of Amended and Restated Articles of Organization for the captioned limited liability company.

Also enclosed is my check for \$55.00 for filing of this document and for a certified copy thereof.

Please file same and return the certified copy to the address shown above.

Very truly yours,



RONALD W. RITCHIE

/rwr
Enclosures

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STATE
OF FLORIDA

AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
SUNQUEST DEVELOPMENT COMPANY, LLC, A LIMITED LIABILITY COMPANY
=====

ARTICLE I

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization for **SUNQUEST DEVELOPMENT COMPANY, LLC, a Florida Limited Liability Company**, for which Articles of Organization were initially filed on April 29, 2003 under document number L03000015269, are adopted and approved by all members for the purpose of emending the address of the Company and the address of the Registered Agent of the Company as set forth hereinafter.

ARTICLE II

NAME

The name of this limited liability company is **SUNQUEST DEVELOPMENT COMPANY, LLC**, referred to herein as the "Company."

ARTICLE III

PRINCIPAL OFFICE AND AGENT

The principal office and mailing address of the Company is 450 Bayfront Place, Unit #4203, Naples, FL 34102. The Company's registered agent is Gary Gordon, whose office is located at 450 Bayfront Place, Unit #4203, Naples, FL 34102.

ARTICLE IV

DURATION

Unless affirmatively dissolved, the Company shall have perpetual duration.

ARTICLE V
ORGANIZER

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The organizer of the Company is Gary Gordon, a natural person at least eighteen (18) years old.

ARTICLE VI
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 VII
MANAGEMENT BY MANAGER(S)

Section 7.01 Designation of Manager(s)

(a) Manager(s). The Company will be managed by one or more managers. The initial manager shall be Gary Gordon, whose address is 450 Bayfront Place, Unit #4203, Naples, FL 34102, 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 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 7.02 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 7.03 Nonliability of Manager for Acts or Omissions in Official Capacity

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DATE
OFFICE, FLORIDA

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 7.04 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 VIII

IDENTIFICATION OF MANAGER

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

GARY GORDON
450 BAYFRONT PLACE, UNIT #4203
NAPLES, FLORIDA 34102

ARTICLE IX

CONTRIBUTIONS

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

ARTICLE X

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 XI

DISSOLUTION

**Section 11.01 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.

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TALLAHASSEE, FLORIDA

(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 XII

DISTRIBUTIONS

Section 12.01 Interim Distributions

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

Section 12.02 Winding-Up Distributions

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

ARTICLE XIII

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.

FILED

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE**

RECEIVED
CLERK OF STATE
TALLAHASSEE, FLORIDA

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

1. The name of the limited liability company is **SUNQUEST DEVELOPMENT COMPANY, LLC.**

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

Gary Gordon
450 Bayfront Place, Unit #4203
Naples, FL 34102

* * * *

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 14th day of August, 2003.


GARY GORDON, Registered Agent

Executed by the undersigned this 14th day of August, 2003.

FILED

By: *[Signature]* AUG 27 PM 2:35
GARY GORDON, Sole Member, TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on this 14th day of August, 2003, by **GARY GORDON**, who is personally known to me (or has produced _____ as identification) and who did/did not take an oath.

(SEAL)

[Signature]
NOTARY PUBLIC
Print Name - Ronald W. Ritchie
Commission Number - _____
My Commission Expires: _____

