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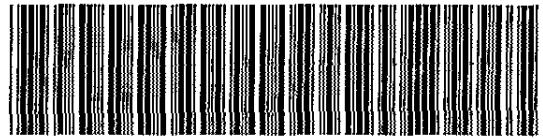
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**HINES NORMAN HINES, P.L.**

ATTORNEYS AT LAW

JAMES P. HINES  
RANDY MILLER  
CHRISTOPHER H. NORMAN  
JAMES P. HINES, JR.  
ROBERT D. HINES  
IRENA NJEZIC

315 S. Hyde Park Avenue  
Tampa, Florida 33606  
(813) 251-8659  
Fax (813) 254-6153

OFFICES IN:

TAMPA  
SUN CITY CENTER  
LAND O'LAKES  
PLANT CITY

December 29, 2003

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

Re: **Miller BMW Motorcycles, LLC**

Dear Sir or Madam:

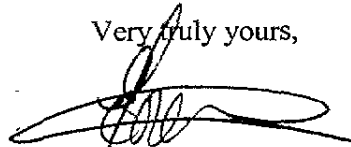
Enclosed please find an original and one copy of the Articles of Organization for the above-captioned limited liability company and our check in the amount of \$125.00 to cover the cost of the following:

Filing Fee	\$100.00
Registered Agent Fee	<u>25.00</u>
	\$125.00

Please file the Articles of Organization, date stamp the enclosed copy and return it to our office. **Also, please note that the effective date of the above-referenced Florida Limited Liability Company is January 1, 2004.**

Thank you for your assistance.

Very truly yours,



Elize Moreau  
Secretary for James P. Hines

em  
Enclosures  
Check: \$125.00  
cc: Miller BMW Motorcycles, LLC.(w/o encls.)

**ARTICLES OF ORGANIZATION FOR  
FLORIDA LIMITED LIABILITY COMPANY**

The undersigned authorized representative, desiring to form a limited liability company pursuant to the provisions of the Florida Limited Liability Company Act, hereby submits, and files with the Florida Department of State, these Articles of Organization.

**ARTICLE I - Name**

The name of the limited liability company created hereby ("the Company") is: **MILLER BMW MOTORCYCLES, LLC**

**ARTICLE II - Purpose**

The Company's purpose shall be to engage in any lawful business activity. The Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, all powers permitted by the Florida Limited Liability Company Act, and the power to:

- (a) Sue and be sued, and defend, in its name.
- (b) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.
- (c) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of, all or any part of its property.
- (d) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.
- (e) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority of the stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company; or make other contracts of guaranty and suretyship which are necessary or

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TALLAHASSEE, FLORIDA

convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company.

(f) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.

(g) Conduct its business, locate offices, and exercise the powers granted by Florida Statutes Chapter 608 within or without the State of Florida.

(h) Select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit.

(i) Make donations for the public welfare or for charitable, scientific, or educational purposes.

(j) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, retirement plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.

(k) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

(l) Make payments or donations or do any other act not inconsistent with law that furthers the business of the Company.

### **ARTICLE III - Address**

The mailing address and street address of the principal office of the Company shall both be:

2765 West Tennessee St.  
Tallahassee, Florida 32304

### **ARTICLE IV - Duration**

The existence of the Company shall commence on January 1, 2004, and shall thereafter be perpetual, unless dissolution or conversion occurs according to law.

### **ARTICLE V - Management**

The Company shall be managed by one or more managers.

### **ARTICLE VI - Membership Units**

The total number of membership units authorized to be issued by the Company shall be ten thousand (10,000) units. Each of the said units shall entitle the holder thereof to one (1) vote at any meeting of the members. All or any part of said units may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the Managers of the Company at a meeting called

for such purposes. All membership units then issued shall be paid for and shall be nonassessable. The Company elects to have preemptive rights.

#### **ARTICLE VII - Ownership**

The initial members of the Company and their ownership interest therein shall be as set forth in the Operating Agreement of the Company.

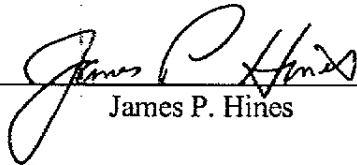
#### **ARTICLE VIII - Admission of Additional Members**

Additional members may be admitted to the Company in accordance with the terms and provisions of the Operating Agreement of the Company.

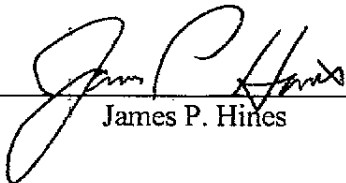
#### **ARTICLE IX - Registered Office and Agent**

The address of the initial registered office of the Company in the State of Florida is 315 S. Hyde Park Avenue, Tampa, Florida 33606, and the name of the registered agent at such address is James P. Hines.

**IN WITNESS WHEREOF**, the undersigned authorized representative has executed these Articles of Organization, and hereby acknowledges that the facts stated herein are true.

  
\_\_\_\_\_  
James P. Hines

*Having been named as registered agent and to accept service of process for the above-named 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, as provided for in Chapter 608, Florida Statutes.*

  
\_\_\_\_\_  
James P. Hines