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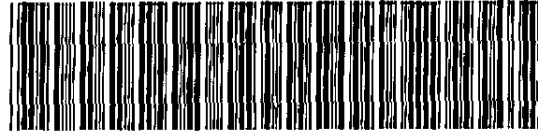
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 369247 10281A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 155.00

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ORDER DATE : May 12, 2005

ORDER TIME : 3:50 PM

ORDER NO. : 369247-005

CUSTOMER NO: 10281A

CUSTOMER: Terry V. Broughton, Esq
Deboest, Stockman, Decker &
Broughton, P.a.
1415 Hendry Street

Fort Myers, FL 33901

DOMESTIC FILING

NAME: WAYSIDE INVESTMENTS, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY
OF

WAYSIDE INVESTMENTS, LLC

ARTICLE I

Name

The name of this Limited Liability Company is Wayside Investments, LLC.

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is:

4110 Enterprise Avenue, Suite 214
Naples, FL 34104

ARTICLE III

Duration

The period of duration of the Limited Liability Company is in perpetuity except as may be terminated pursuant to the Limited Liability Operating Agreement.

ARTICLE IV

Registered Office and Agent

The initial registered office of this Company shall be: 4110 Enterprise Avenue, Suite 214, Naples, FL 34104, and its initial registered agent at such office shall be Neil Braverman.

ARTICLE V

Management

The Limited Liability Company shall be managed by a Manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain additional provisions for the regulation and management of the affairs of the Company consistent with law or these articles of organization. The names and addresses of the members of the Company are:

NAME

ADDRESS

Braverman Holdings Limited
A Texas limited partnership

c/o Neil Braverman
4110 Enterprise Avenue, Suite 214
Naples, FL 34104

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Steven Braverman,
as Trustee of the
Neil K. Braverman Flint Trust

4110 Enterprise Avenue, Suite 214
Naples, FL 34104

William B. Van Meter

3400 Fort Charles Drive
Naples, FL 34102-8200

Phillip Graffy

Florida MotorSports, Inc.
5817 Glenhome Circle
Naples, FL 34119

Mike Shrigley

4110 Enterprise Avenue, Suite 214
Naples, FL 34104

ARTICLE VI

Admission of Additional Members

Additional members will be admitted only with the unanimous consent of all Members upon such terms as are unanimously agreed to by all Members.

ARTICLE VII

Members Rights to Continue Business

The remaining members of the Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

Dated this 11th day of May, 2005.

By:



Neil Braverman

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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 Wayside Investments, LLC.
2. The name and address of the registered agent and office is:

Neil Braverman
4110 Enterprise Avenue, Suite 214
Naples, FL 34104

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: May 11, 2005


NEIL BRAVERMAN