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TALLAHASSEE, FLORIDA

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LAW OFFICE OF GAIL M. CHEATWOOD
201 North Church Avenue
Muberry, Florida 33860

Phone: (863)425-8204
Facsimile: (863)425-9673

E-Mail: GailCheatwoodLaw@aol.com

August 12, 2005

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

Dear Sirs:

I am enclosing the original and one copy of proposed Articles of Organization of Florida Limited Liability Company in regard to CHARLIE DYCHES POWER SPORTS, L.L.C., together with a certificate designating resident agent. Please approve and file the originals and return a certified copy to me.

Also enclosed is my check payable to you for your charges as follows:

Filing Fee for Articles of Organization	\$100.00
Filing Fee for Certificate Designating Resident Agent	\$25.00
Certified Copy	\$30.00
Certificate of Status	<u>\$ 5.00</u>
Total:	\$160.00

Sincerely,

Gail Cheatwood

Gail Cheatwood, Esquire

GC/ak

Enclosure

cc: Charles Dyches

2005 SEP -7 P 2:43
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ARTICLES OF ORGANIZATION
OF
CHARLIE DYCHES POWER SPORTS, L.L.C.

ARTICLE 1 – NAME

The name of the Limited Liability Company is:
CHARLIE DYCHES POWER SPORTS, L.L.C.

ARTICLE II. PERMITTED BUSINESSES AND ACTIVITIES

This limited liability company may engage in every phase of any and all activities or businesses permitted by the law of the United States and the State of Florida or any other state, territory district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the limited liability company shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell convey or otherwise depose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness of liability to it.

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2005 SEP - 2 4
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(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(g) Make gifts for educational, scientific or charitable purposes.

(h) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, against liability for their good faith acts and omissions to the extent provided by law.

(i) Purchase and maintain insurance on behalf of any person who is or was a member, manage, employee, or agent of the corporation, or is or was serving at the request of the limited liability company as a member, manager, officer, director, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the limited liability company would have the power to indemnify him against such liability under the other provisions of the Articles.

(j) Enter into general partnerships, limited partnerships (whether the limited liability company be a limited or general partner), joint ventures, syndicates, pools,

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43
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TALLAHASSEE, FLORIDA
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associations, and other arrangements for carrying on one or more of the purposes set forth in these Articles, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the limited liability company.

ARTICLE III. TERM OF EXISTENCE

The existence of the limited liability company is to begin upon the date of subscription of these Articles and shall continue perpetually thereafter.

ARTICLE IV. PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of the limited liability company in the State of Florida is 2314 East Edgewood Drive, Lakeland, Florida 33803. The mailing address of the initial principal office of the limited liability company in the State of Florida is Post Office Box 6361, Lakeland, Florida 33807. The Members may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the limited liability company in the State of Florida is 201 North Church Avenue, Mulberry, Florida 33860, and the name of the limited liability company's initial registered agent at that address is Gail Cheatwood. The Members may from time to time move the registered office to any other address if Florida.

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2005 SEP - 7 P
43
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ARTICLE VI – MANAGEMENT

The limited liability company is to be managed by its Members.

The undersigned Members acknowledge that the statements set forth above are made under penalties of perjury and that the facts stated herein are true.

Charles E. Dyches
CHARLES E. DYCHES, Initial Member

Belinda Dyches
BELINDA DYCHES, Initial Member

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared CHARLES E. DYCHES and BELINDA DYCHES, to me known to be the persons noted above, and who executed the foregoing Articles of Organization, and CHARLES E. DYCHES and BELINDA DYCHES acknowledged before me that they subscribed to those Articles of Organization.

WITNESS my hand and official seal in the state and county named above, this 27th date of August, 2005.

My commission expires:
(affix notarial seal)

Angela Kirkland
Notary Public

"Official Notary Seal"
ANGELA KIRKLAND
Notary Public, State of Florida
My Commission Expires Oct. 15, 2005
Commission Number DD 061887

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2005 SEP - 7 P
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TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Charlie Dyches Power Sports, L.L.C., desiring to organize under the laws of The State of Florida, with its principal office, as indicated in the Articles of Organization, at the City of Lakeland, County of Polk, State of Florida, has named Gail Cheatwood, Esq. located at 201 N. Church Avenue, Mulberry, Florida 33860, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated limited liability company, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.

Gail Cheatwood
Gail Cheatwood.
Registered Agent

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TALLAHASSEE, FLORIDA