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DI. of REGISTRATION
TALLAHASSEE, FLORIDA

W05-35113
J. BRYAN JUL 25 2005

3 OCT 3 2005

TeamRacePhotos, LLC

9609 Myrtle Creek Ln.
Orlando, Florida 32832
(407) 421-95450371

Janie Handlin, President

Mark S. Miller, V. President

July 18, 2005

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

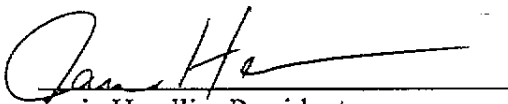
Re: TeamRacePhotos, LLC
Filing Articles of Organization

Dear Sir/Madam:

Enclosed for filing, please find the original 'Articles of Organization' with regard to the above-captioned limited liability company. Also enclosed is a check for \$125.00 to cover the filing fees. If additional information is needed, please feel free to contact me.

Thank you for your attention to this matter.

Very truly yours,


Janie Handlin, President

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 25, 2005

JANIE HANDLIN
TEAMRACE PHOTOS, LLC
9609 MYRTLE CREEK LN.
ORLANDO, FL 32832

SUBJECT: TEAMRACE PHOTOS, LLC
Ref. Number: W05000035113

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TALLAHASSEE, FLORIDA

We have received your document for TEAMRACE PHOTOS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 905A00048323

Law Offices
Handlin & Hefferan, P.A.
112 N. Summerlin Avenue
Orlando, Florida 32801

Charles L. Handlin, Esquire
John R. Hefferan, Esquire

Telephone (407) 648-4555
Fax (407) 648-0978

September 27, 2005

Florida Department of State
Division of Corporations
Attention: Joey Bryan
Post Office Box 6327
Tallahassee, FL 32314

Re: TeamRacePhotos, LLC
W05000035113

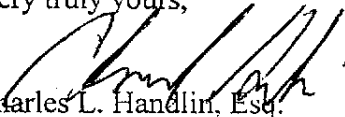
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TALLAHASSEE, FLORIDA

Dear Mr. Bryan:

This letter is a follow of or conversation this date whereby you advised that you would file the 'Articles of Organization' with regard to the above-captioned limited liability company if we complied with your letter of July 25 requiring acceptance by the registered agent.

If you have any questions please do not hesitate to contact me. Thank you for your attention to this matter.

Very truly yours,



Charles L. Handlin, Esq.

Enclosers: Articles of Organization
TeamRacePhotos, LLC Operating Agreement
Registered Agent's Acceptance
Department's letter of July 25, 2005

**ARTICLES OF ORGANIZATION OF LIMITED LIABILITY
COMPANY**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name:

The name of the Limited Liability Company is:

TeamRacePhotos, LLC

ARTICLE II — Address:

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

9609 Myrtle Creek Ln.
Orlando, FL 32832

ARTICLE III — Registered Agent and Registered Office

The name and Florida street address of the initial registered agent are:

Charles L. Handlin, Esquire
Handlin & Hefferan, P.A.
112 N. Summerlin Avenue
Orlando, Florida 32801

ARTICLE IV — Additional Provisions:

Pursuant to §608.402(24) of the Florida Limited Company Act, any operating agreement relating to this closed Limited Liability Company may be adopted orally by the members.

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 16 day of August, 2005.



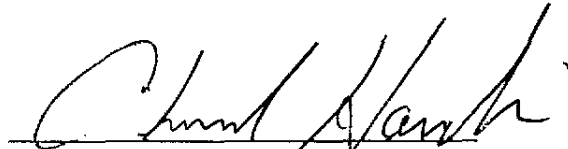
Charles L. Handlin, Esquire
TeamRacePhotos, LLC Authorized Agent

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT
OF TEAMRACEPHOTOS, LLC**

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

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



CHARLES L. HANDLIN, III
Registered Agent for TeamRacePhotos, LLC
112 North Summerlin Avenue
Orlando, Florida 32801
(407)648-4555

CHARLES L. HANDLIN

Typed or printed name of signee

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