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**ARTICLES OF ORGANIZATION
OF
SOUTH PASADENA SPORTS CARS, LLC**

The undersigned, ROBERT H. SMITH, as the subscriber to these Articles of Organization, hereby present these Articles for the formation of a limited liability company under the provisions of Florida Statutes Chapter 608.

**ARTICLE I.
NAME OF LIMITED LIABILITY COMPANY**

The name of the limited liability company shall be SOUTH PASADENA SPORTS CARS, LLC

**ARTICLE II.
TERM OF EXISTENCE**

The existence of this limited liability company shall commence upon the date of filing of these Articles of Organization with the Department of State, State of Florida, and shall be perpetual unless earlier terminated in accordance with the laws of the State of Florida.

**ARTICLE III.
PRINCIPAL PLACE OF BUSINESS**

The principal place of business, mailing address and initial registered office of the limited liability company shall be 1446 South Pasadena Avenue, South Pasadena, FL 33707, located in Pinellas County, Florida, but the limited liability company shall have the power to establish branch offices and other places of businesses at such other place or places within or without the State of Florida as may be determined and deemed expedient.

**ARTICLE IV.
INITIAL REGISTERED AGENT**

The initial registered agent of the limited liability company shall be the following named person at the following address:

NAME OF REGISTERED AGENT:	DAVID A. BACON
ADDRESS OF REGISTERED AGENT:	2959 First Avenue North St. Petersburg, Florida 33713

**ARTICLE V.
MANAGEMENT**

The Limited Liability Company created and formed by the filing of these Articles of Organization shall be a member-managed company.

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Organization under the laws of the State of Florida, this ____ day of November, 2005.



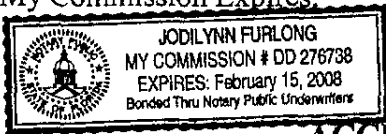
ROBERT H. SMITH

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME personally appeared ROBERT H. SMITH, to me well known and known to be the person described herein and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS MY HAND and official seal, this 9 day of November, 2005.

My Commission Expires:





Notary Public

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of SOUTH PASADENA SPORTS CARS, LLC which is contained in the foregoing Articles of Organization.

Dated this 9 day of November, 2005.



DAVID A. BACON