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(Requestor's Name)

(Address)

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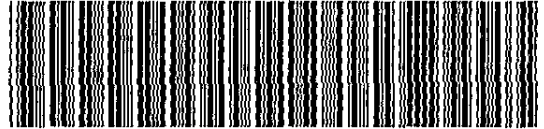
(Business Entity Name)

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 19, 2005

CRAIG ROTHBURD  
808 W. DELEON STREET  
TAMPA, FL 33606

SUBJECT: MAD COMPOSITES, L.L.C.  
Ref. Number: W05000055605

We have received your document for MAD COMPOSITES, L.L.C. and check(s) totaling \$70.00 of which \$70.00 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$55.00 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of a "Supplemental Affidavit." Therefore, the enclosed document has not been filed and is being returned to you.

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) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 105A00072571

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**CRAIG E. ROTHBURD, P.A.**

ATTORNEY AT LAW  
808 W. DeLEON STREET  
TAMPA, FLORIDA 33606

Attorney: Craig E. Rothburd  
Legal Assistant: JoAnn O'Leary

Telephone: (813) 251-8800  
Telecopier: (813) 251-5042  
Sender's e-mail: [crothburd@e-rlaw.com](mailto:crothburd@e-rlaw.com)

December 12, 2005

Secretary of State  
Attn: Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

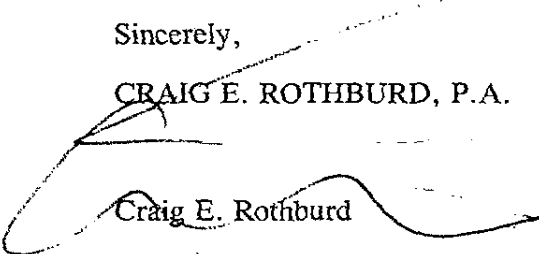
**Re: Articles of Organization of Mad Composites, L.L.C.  
File No. 5363**

Dear Clerk:

Please find enclosed Articles of Organization and Affidavit of Mad Composites, L.L.C. and the required filing fee of \$70.00. Please return proof of filing of the Articles of Organization in the envelope provided. Thank you in advance for your anticipated cooperation.

Sincerely,

CRAIG E. ROTHBURD, P.A.

  
Craig E. Rothburd

CER/jo  
Enclosure(s)

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**CRAIG E. ROTHBURD, P.A.**

ATTORNEY AT LAW  
808 W. DeLEON STREET  
TAMPA, FLORIDA 33606

Attorney: Craig E. Rothburd  
Legal Assistant: JoAnn O'Leary

Telephone: (813) 251-8800  
Telecopier: (813) 251-5042  
Sender's e-mail: [crothburd@e-rlaw.com](mailto:crothburd@e-rlaw.com)

December 22, 2005

Secretary of State  
Attn: Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

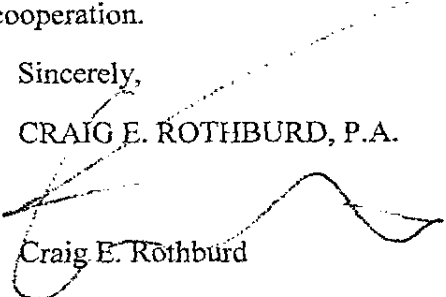
**Re: Articles of Organization of Mad Composites, LLC  
File No. 5363**

Dear Clerk:

Please find enclosed a copy of your correspondence dated December 19, 2005, along with the Articles of Organization and Affidavit of Mad Composites, L.L.C. and the additional filing fee of \$55.00. Please return proof of filing of the Articles of Organization in the envelope provided. Thank you in advance for your anticipated cooperation.

Sincerely,

CRAIG E. ROTHBURD, P.A.

  
Craig E. Rothburd

CER/jo  
Enclosure(s)

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
MAD COMPOSITES, L.L.C.**

The undersigned certifies that he has associated for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit under Chapter 608, Florida Statutes. We further declare that the following Articles shall serve as the Charter and authority for the conduct of the limited liability company.

**ARTICLE I**

NAME

The name of this Limited Liability Company is **MAD COMPOSITES, L.L.C.**

**ARTICLE II**

DURATION

The duration of this Limited Liability Company shall be perpetual.

**ARTICLE III**

PURPOSE

This Limited Liability Company is created for the purpose of owning and operating a motorcycle parts and merchandise store as well as transacting any and all other lawful business as may be agreed upon from time to time by its members.

**ARTICLE IV**

PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of this Limited Liability Company shall be:

1936 Bruce B. Downs, Suite 322  
Tampa, Florida 33543

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articles. The power to alter, amend or repeal these regulations shall be vested in the members of this company as decided by a majority vote.

### ARTICLE VIII

#### TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this Limited Liability Company may be transferred or assigned, voluntarily or involuntarily, only with the unanimous written consent of all the remaining members of the Limited Liability Company. The transferee of interest of any member shall have no right to participate in the management of the business and the affairs of the Limited Liability Company or to become a member without unanimous written consent of all of the remaining members. The transferee shall be entitled to receive only the share of profits or other compensation by way of income or return of contributions to which that member otherwise would be entitled.

### ARTICLE IX

#### PROFITS AND LOSSES

The members of this Limited Liability Company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his or her distributive share of the profits according to his or her pro rata contribution to capital and interest in the Limited Liability Company. Losses shall be passed through to each member in the same proportion according to his or her pro rata interest in the company.

### ARTICLE X

#### WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this Limited Liability Company shall cease doing business and its existence shall terminate unless the remaining members, by written unanimous consent, agree to the continuation of the business.

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**ARTICLE XI**  
**AMENDMENTS**

These articles, except with respect to the vested rights of the members, may be amended from time to time by the unanimous vote in interest of the members, and the amendments shall then be filed, with the Florida Department of State after being duly executed by each of the members of the Limited Liability Company. All members of the Limited Liability Company agree to abide by the unanimous decision and agree to execute such amendments for the purpose of filing them with the Florida Department of State.

IN WITNESS WHEREOF, David Miles, a member of Mad Composites, L.L.C., has executed these Articles of Organization on this 9<sup>th</sup> day of December, 2005.

By:   
DAVID MILES, Managing Member

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 9<sup>th</sup> day of December, 2005, personally appeared David Miles, to me well known to be the person(s) described in and who executed the foregoing Articles of Organization, for the purposes stated therein, and that they acknowledged to me that they executed the same freely and voluntarily.

THE FOREGOING instrument was SWORN to and SUBSCRIBED before me this 9<sup>th</sup> day of December, 2005, who is personally known to me or who has produced a Drivers License as identification.

  
NOTARY PUBLIC

My Commission Expires:

BERNICE CRUZ  
Notary Public, State of Florida  
My Comm. Expires July 7, 2008  
No. DD335769

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

In compliance with Section 48.901, Florida Statutes, the following is submitted:

**MAD COMPOSITES, L.L.C.**, with its principal place of business at 1936 Bruce B. Downs, Suite 322, in the City of Tampa, County of Hillsborough, State of Florida, 33543, has named Craig E. Rothburd, located at 808 W. De Leon Street, City of Tampa, County of Hillsborough, State of Florida, 33606, as its agent to accept service of process within the State of Florida.

**MAD COMPOSITES, L.L.C.**

By:

  
\_\_\_\_\_  
DAVID MILES, Managing Member

Acknowledgment of Registered Agent and duties pursuant to Chapter 608, Florida Statutes. Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in the certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 608, of the Florida Statutes, relative to keeping open the above office address for the purpose of service of process.

  
\_\_\_\_\_  
Craig E. Rothburd

DATE: Dec. 12, 2005

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TALLAHASSEE, FLORIDA

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