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April 12, 2007

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Guaranteed Motor Sports, Inc. (the "Corporation")
Our File No. 7904-5

Dear Sir or Madam:

Enclosed for filing is a Certificate of Conversion and associated Articles of Organization necessary to convert the above Corporation to Guaranteed Motor Sports, LLC. We have also enclosed our check in the amount of \$150.00 to cover the cost associated with our request.

Please call with any questions or comments you may have.

Sincerely,

Gary A. Forster

GAF/tj
Enclosures
Cc: Houston E. Short, Esq.

**CERTIFICATE OF CONVERSION FOR
GUARANTEED MOTOR SPORTS, INC.
INTO
GUARANTEED MOTOR SPORTS, LLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida corporation into a Florida limited liability company in accordance with Florida Statute 608.439.

1. GUARANTEED MOTOR SPORTS, INC. has been converted into a Florida limited liability company, in compliance with chapter 607 Florida statutes and complies with all laws governing Florida limited liability companies.

2. The terms pursuant to which the Corporation shall convert into the LLC are as set forth in a Plan of Conversion, adopted by all shareholders and directors of the Corporation and by all members of the LLC (defined below) dated of even date herewith, and in compliance with Florida Statute 607.1112.

3. The effective date of the conversion shall be the date of filing this Certificate of Conversion with the Florida Secretary of State.

4. The mailing address and street address of the principal office of the LLC is 602 U.S. Hwy. 17-92 N., Haines City, FL 33844.

5. The name of the corporation immediately prior to the filing of this Certificate of Conversion is GUARANTEED MOTOR SPORTS, INC., incorporated under the laws of the State of Florida on May 5, 2004.

6. The name of the Florida limited liability company, as set forth in the attached Articles of Organization is GUARANTEED MOTOR SPORTS, LLC (the "LLC").

7. The LLC shall pay all shareholders having appraisal rights any amount to which they are entitled under Florida Statutes 607.1301-607.1333.

DATED this 12th day of April, 2007.

GUARANTEED MOTOR SPORTS, INC.

By: 

Michael B. Leonard, President

GUARANTEED MOTOR SPORTS, LLC

By: 

Michael B. Leonard, Managing Member

**ARTICLES OF ORGANIZATION FOR
GUARANTEED MOTOR SPORTS, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is GUARANTEED MOTOR SPORTS, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 602 U.S. Hwy. 17-92 N., Haines City, FL 33844.

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be as described in the Operating Agreement governing the Limited Liability Company.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by its sole and managing member, and the name, and address of such managing member is:

Michael B. Leonard
2664 Country Club Road North
Winter Haven, FL 33881

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the Limited Liability Company is 2664 Country Club Road North, Winter Haven, Florida, 33881, and the initial Registered Agent at such address is Michael B. Leonard.

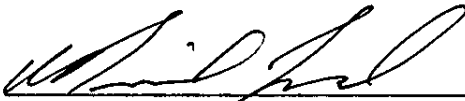
IN WITNESS WHEREOF, the undersigned managing member affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned managing member has executed these Articles of Organization this 12th day of April, 2007.


Michael B. Leonard, Managing Member

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 608.407, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the limited liability company.

DATED this 12th day of April, 2007.



Michael B. Leonard