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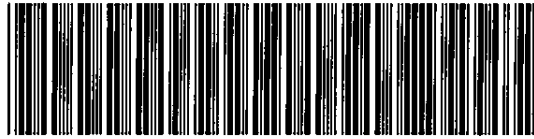
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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[Signature]



JOHN M. ELIAS, P.A.
Attorney at Law

Druhll Professional Center * 611 Druid Road East, Suite 512 * Clearwater, Florida 33756 * (727) 461-0220 * Fax (727) 461-2433

April 23, 2007

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Re: Derby Day Investment of Lakeland, Inc.

Dear Sir:

Enclosed is an original and copy of Articles of Incorporation for the above named corporation. In addition, a check in the amount of \$160.00 is enclosed which represents the following fees:


Filing fee	\$100.00
Certified copy	30.00
Registered agent	25.00
Certificate of Status	<u>5.00</u>
TOTAL	\$160.00

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TALLAHASSEE, FLORIDA

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned, in the enclosed self-addressed stamped envelope.

Your prompt attention to this matter is appreciated.

Sincerely yours,


JOHN M. ELIAS

JME:nse
enclosures

cc: Mr. & Mrs. Kevin McWilliams

ARTICLES OF ORGANIZATION
OF
DERBY DAY INVESTMENT OF LAKELAND, LLC.

a Florida Limited Liability Company

ARTICLE I
NAME

The name of this Limited Liability Company is DERBY DAY INVESTMENT OF LAKELAND, LLC. (the "Company").

ARTICLE II
PURPOSE

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Florida Statute, as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Florida Statute, as the same may be amended from time to time.

ARTICLE III
ADDRESS

The mailing and street address of the Company's principal place of business is 1827 Lakeland Court, Trinity, FL 34655.

ARTICLE IV
DURATION

The Company's existence shall continue until dissolved by its member.

ARTICLE V
MANAGEMENT

The management of the Company shall be reserved to the members. The members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Florida Statutes, as the same may be amended from time to time, and as further provided in the Regulations of the Company.

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TALLAHASSEE, FLORIDA
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**ARTICLE VI
MEMBERS**

The name and address of the initial member is as follows:

Kevin M. McWilliams
1827 Latelia Court
Trinity, FL 34655

**ARTICLE VII
ADMISSION OF NEW MEMBERS**

New members may come into the Company only upon the agreement of those members owning at least one hundred percent (100%) of the interest in the Company and upon such terms and conditions as the existing members may unanimously agree.

**ARTICLE VIII
ADOPTION OF REGULATIONS**

The members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Florida Statutes.

**ARTICLE IX
AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles may be amended at any time by a resolution adopted by a unanimous vote of the members at any annual or special meeting, provided at least ten (10) days written notice is given to each member of the time and place of the meeting and the purpose thereof.

**ARTICLE X
REGISTERED AGENT, REGISTERED OFFICE, &
REGISTERED AGENT'S SIGNATURE**

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

Mr. John M. Elias
John M. Elias, PA
611 Druid Rd., Suite 512
Clearwater FL 33756


Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with

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TALLAHASSEE, FLORIDA

and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


John M. Elias, Registered Agent's Signature

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned Member or authorized representative of the Member this 20th day of April, 2007.


Kevin M. McWilliams

STATE OF FLORIDA :

SS:

COUNTY OF PINELLAS :

The foregoing instrument was acknowledged before me this 20th day of April, 2007, by Kevin M. McWilliams, who is personally known to me or who has produced DRIVERS F4 License as identification and who did take an oath.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


NOTARY PUBLIC

State of Florida at Large (Seal)
My Commission Expires:

