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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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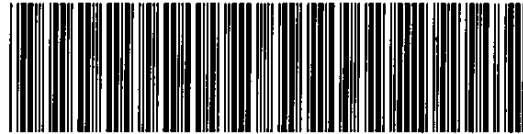
(Business Entity Name)

(Document Number)

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W07-73672
AR

GRAY ROBINSON
ATTORNEYS AT LAW

Stephen C. Watson
Board Certified Real Estate Attorney
863-284-2254
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July 13, 2007

FEDERAL EXPRESS

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

Re: Spooner / First Place Performance Automotive, LLC

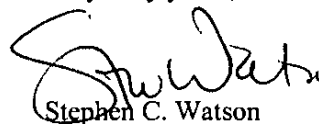
Dear Sir:

Enclosed please find the following relative to the above:

1. Original and one copy of the Articles of Organization and Statement of Registered Agent of First Place Performance Automotive, LLC for filing with the State.
2. A Federal Express shipping label and envelope for the return of the certified file copy.
3. Our check in the amount of \$125.00 for the fees of the above.

Should you have any questions, please do not hesitate to contact our office. Thank you.

Very truly yours,


Stephen C. Watson

SCW/kac

Enclosure

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
FIRST PLACE PERFORMANCE AUTOMOTIVE, LLC**

The undersigned, for the purpose of forming a limited liability under the laws of the State of Florida, Limited Liability Company Act, Florida Statute Chapter 608 hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **FIRST PLACE PERFORMANCE AUTOMOTIVE, LLC**, and its mailing address and principal office shall be located at 5935 State Road 542 West, Winter Haven, FL 33880, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or business to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities

of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or

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STATE OF FLORIDA

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going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV **MANAGEMENT**

This limited liability company shall be member managed. The name and address of the member who shall serve until the first annual meeting of members, or until his/her successor is elected and qualified is as follows:

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STATE OF FLORIDA
CLERK OF THE COURT

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**James Allen Spooner
6545 Lake Clark Dr.
Lakeland, FL 33813**

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**ARTICLE V
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all of the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VI
DURATION**

This limited liability company's existence shall be perpetual or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 5935 State Road 542 West, Winter Haven, FL 33880, and the name of the company's initial registered agent and address is STEPHEN C. WATSON, ESQ., GrayRobinson, P.A., One Lake Morton Drive, Lakeland, FL 33801.

The undersigned, being the original member(s) of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of FIRST PLACE PERFORMANCE AUTOMOTIVE, LLC.

Executed by the undersigned at Lakeland, Florida on the 13 day of July, 2007.


JAMES ALLEN SPOONER, Member

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CLERK OF DISTRICT COURT
LAKELAND, FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF POLK

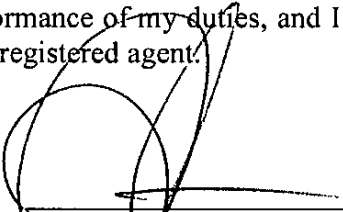
Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **FIRST PLACE PERFORMANCE AUTOMOTIVE, LLC**.

The name of the registered agent for **FIRST PLACE PERFORMANCE AUTOMOTIVE, LLC** is **STEPHEN C. WATSON, ESQ.** whose address is GrayRobinson, P.A., One Lake Morton Drive, Lakeland, FL 33801 and the street address of the company's principal office is 5935 State Road 542 West, Winter Haven, FL 33880.

This statement is to acknowledge that, as indicated above, **FIRST PLACE PERFORMANCE AUTOMOTIVE, LLC** has appointed me, **STEPHEN C. WATSON**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 and accept the obligations of my position as registered agent.

Dated this 13th day of July, 2007



STEPHEN C. WATSON
Registered Agent

The foregoing instrument was acknowledged before me this _____ day of July, 2007, by **STEPHEN C. WATSON**, who is personally known to me.





NOTARY PUBLIC
STATE OF FLORIDA

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