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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

07 OCT 25 PM 2:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 288763 7612284

AUTHORIZATION :

COST LIMIT : \$ 125

[Handwritten signature]

FILED
07 OCT 25 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 25, 2007

ORDER TIME : 9:37 AM

ORDER NO. : 288763-005

CUSTOMER NO: 7612284

DOMESTIC FILING

NAME: ADVENTURE MOTORSPORTS, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
X PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis - EXT. 2926

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Adventure Motorsports, LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

14430 Cortez Boulevard
Brooksville, FL 34613

Mailing Address:

c/o Barney's Motorcycle Sales, Inc
10411 Gandy Boulevard North
St. Petersburg, FL 33702

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Name

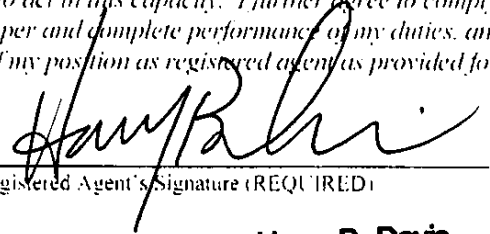
1201 Hays Street

Florida street address (P.O. Box **NOT** acceptable)

Tallahassee, FL 32301-2607

City, State, and Zip

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


Registered Agent's Signature (REQUIRED)

Harry B. Davis
Asst. Vice President

(CONTINUED)

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Raymond Hempstead

8829 Glen Lakes Blvd.

St. Petersburg, FL 33702

MGRM

Keith C. Wood

1101 42nd Avenue NE

St. Petersburg, FL 33703

MGRM

Beverly Hempstead

6476 Evergreen

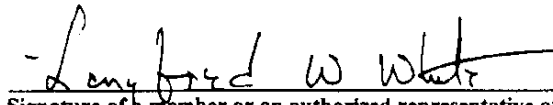
Seminole, FL 34642

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Langfred W. White, Esquire, Authorized Representative

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)