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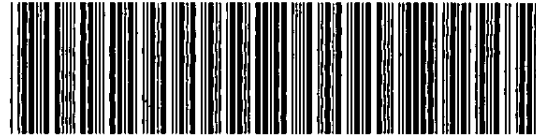
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J. BRYAN

APR 11 2008

EXAMINER

**WILLIAM E. DOYLE, P.A.**  
**ATTORNEY AT LAW**  
2121 CORPORATE SQUARE BOULEVARD, SUITE 124  
JACKSONVILLE, FLORIDA 32216

TELEPHONE  
(904) 720-0506

FACSIMILE  
(904) 720-0344

ALSO A MEMBER OF THE OKLAHOMA BAR

April 3, 2008

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

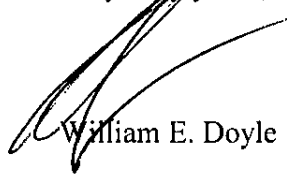
Re: Articles of Organization for Phoenix Raceways & Hobbies, LLC

Dear Sir/Madam:

Enclosed for filing with your office is the original plus one copy of the Articles of Organization for Phoenix Raceways & Hobbies, LLC. As well, enclosed is check number 4864 in the amount of \$155.00 which includes the filing fee for the Articles of Organization plus a certified copy to be returned to my office.

If you have any questions, or if I may be of any assistance, please call.

Very truly yours,



William E. Doyle

WED/mdp  
Enclosures

cc: Ms. Barbara Ann Woods Murray  
Mr. David A. Fox  
Mr. James R. Gourques  
Mr. E. Austin Latham  
Mr. Royce E. Peacock

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**ARTICLES OF ORGANIZATION OF  
PHOENIX RACEWAYS & HOBBIES, LLC**

The undersigned certify that we have associated ourselves together 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. We further declare that the following Articles of Organization shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company is PHOENIX RACEWAYS & HOBBIES, LLC, and its principal office shall be located at 9715 Beach Boulevard, Jacksonville, Florida 32246, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be 9715 Beach Boulevard, Jacksonville, Florida 32246.

**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 businesses 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, 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, corporation, domestic or foreign, or of any domestic or 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

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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 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 and 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**

The limited liability company shall be managed by its one (1) managing member, Barbara

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Ann Woods Murray. Management of this limited liability company is reserved to its members,  
whose names and addresses are as follows:

Barbara Ann Woods Murray  
2554 Woolery Drive  
Jacksonville, Florida 32211

David A. Fox  
2223 Dellwood Avenue  
Jacksonville, Florida 32204

James R. Gourques  
2267 Dumfries Circle East  
Jacksonville, Florida 32246

E. Austin Latham  
7728 Mystic Point Court West  
Jacksonville, Florida 32277

Royce E. Peacock  
4109 Dunn Avenue  
Jacksonville, Florida 32218

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## **ARTICLE V**

### **MEMBER 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 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**

#### **CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$40,000.00 cash, and contribution of property in the amount of \$13,000.00 shall be paid to or on behalf of the limited liability company. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

#### **ARTICLE VII**

#### **PROFITS AND LOSSES**

1. Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a percentage of the distributive share of the profits as follows:

2. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members as follows:

#### **ARTICLE VIII**

#### **DURATION**

The period of duration for the limited liability company is perpetual beginning on the date these Articles of Organization are filed by the Florida Department of State, or as the case may be, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2121 Corporate Square Boulevard, Suite 124, Jacksonville, County of Duval, Florida, and the name of the company's initial registered agent at that address is William E. Doyle, P.A.

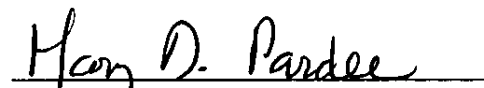
The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of PHOENIX RACEWAYS & HOBBIES, LLC.

Executed by the undersigned at 2121 Corporate Square Boulevard, Jacksonville, Florida, this 2nd day of April, 2008.

  
Barbara Ann Woods Murray

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 2nd day of April, 2008 by Barbara Ann Woods Murray, an individual, and who is personally known to me or produced as identification and who did or did not take an oath.

  
Notary Public, State of Florida  
Print Name: Mary D. Pardee  
My Commission expires:

MARY D. PARDEE  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD064482  
EXPIRES 7/18/2011  
BONDED THRU 1-888-NOTARY1



David A. Fox  
David A. Fox

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STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of April, 2008, by David A. Fox, an individual, and who is personally known to me or produced FL DL# F200-161-61-023-D as identification and who did or did not take an oath.

Mary D. Pardee  
Notary Public, State of Florida  
Print Name: Mary D. Pardee  
My Commission expires: MARY D. PARDEE  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD684482  
EXPIRES 7/16/2011  
BONDED THRU 1-888-NOTARY1

James R. Gourques  
James R. Gourques

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of April, 2008, by James R. Gourques, an individual, and who is personally known to me or produced FL DL# G622-456-46-252-D as identification and who did or did not take an oath.

Mary D. Pardee  
Notary Public, State of Florida  
Print Name: Mary D. Pardee  
My Commission expires: MARY D. PARDEE  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD684482  
EXPIRES 7/16/2011  
BONDED THRU 1-888-NOTARY1

E. Austin Latham  
E. Austin Latham

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of April, 2008, by E. Austin Latham, an individual, and who is personally known to me or produced as identification and who did or did not take an oath.

Mary D. Pardee

Notary Public, State of Florida

Print Name: Mary D. Pardee

My Commission expires:

MARY D. PARDEE  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD094482  
EXPIRES 7/16/2011  
BONDED THRU 1-888-NOTARY1

Royce E. Peacock

Royce E. Peacock

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of April, 2008, by Royce E. Peacock, an individual, and who is personally known to me or produced FL DL # PZZD-725-64-011-D as identification and who did or did not take an oath.

Mary D. Pardee

Notary Public, State of Florida

Print Name: Mary D. Pardee

My Commission expires:

MARY D. PARDEE  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD094482  
EXPIRES 7/16/2011  
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**STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE**

STATE OF FLORIDA  
COUNTY OF DUVAL

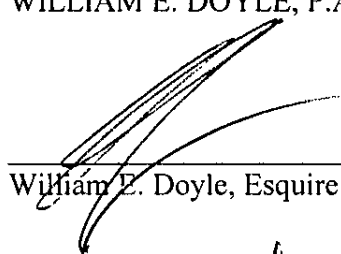
Pursuant to the provisions of Florida Statute Section 608.415 (or 608.507), of the Florida Limited Liability Company Act, the undersigned Limited Liability Company submits the following statement in designating its registered agent and office, in the State of Florida:

1. The name of the limited liability company is PHOENIX RACEWAYS & HOBBIES, LLC.
2. The name of the registered agent for PHOENIX RACEWAYS & HOBBIES, LLC is William E. Doyle, P.A., and the address of the registered agent is 2121 Corporate Square Boulevard, Suite 124, Jacksonville, Florida 32216.
3. The principal office of the company is 9715 Beach Boulevard, Jacksonville, Florida 32246.

Having been named as registered agent and to accept service of process for the above-named 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.

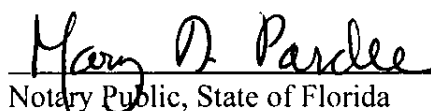
DATED this 3<sup>rd</sup> day of April, 2008.

WILLIAM E. DOYLE, P.A.

  
\_\_\_\_\_  
William E. Doyle, Esquire

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The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of April, 2008 by William E. Doyle, Esquire, agent on behalf of PHOENIX RACEWAYS & HOBBIES, LLC, a limited liability company. William E. Doyle is personally known to me and who did did not take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida

My commission expires: **MARY D. PARDEE**  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # DD884482  
EXPIRES 7/16/2011  
BONDED THRU 1-868-NOTARY1