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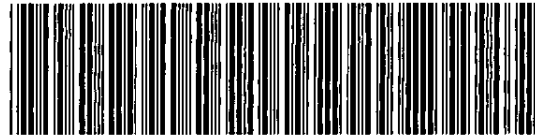
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SEP 29 2009

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TALLAHASSEE, FLORIDA

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OF COUNSEL:

BLOCK & COLUCCI, P.A.
LAW OFFICES OF LAWRENCE W. DUFFY

September 25, 2009

Corporation Division
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Basher's RC Raceway, LLC

To Whom It May Concern:

Enclosed please find the Original Articles of Organization for Basher's RC Raceway, LLC, as well as a check in the amount of \$125.00, representing your filing fee and registered agent fee.

Should you have any questions please feel free to contact our office.

Very truly yours,



M. Chris Edwards
w/enc.

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

BASHER'S RC RACEWAY, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **BASHER'S RC RACEWAY, LLC** ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 155 Galicia Way, #103, Jupiter, FL 33458.

ARTICLE III - DURATION

The Company shall commence its existence on the date the Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in the Operating Agreement.

ARTICLE IV - REGISTERED OFFICE AND AGENT

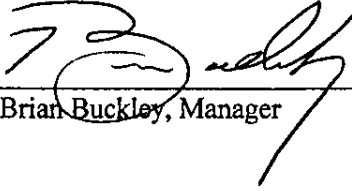
The name and street address of the registered agent of the Company in the state of Florida is **Brian Buckley**, 155 Galicia Way, #103, Jupiter, FL 33458.

ARTICLE V - MANAGEMENT

The Company shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The initial manager for the company shall be Brian Buckley, who shall be invested with all the powers to manage the company as more specifically referenced in the operating agreement.

IN WITNESS WHEREOF, the undersigned initial manager has made and subscribed these Articles of Organization at Jupiter, Florida, on this 25 day of September 2009.


By: _____

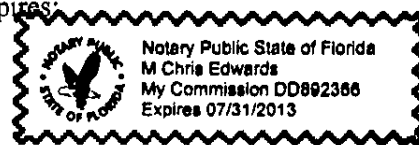

Brian Buckley, Manager

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

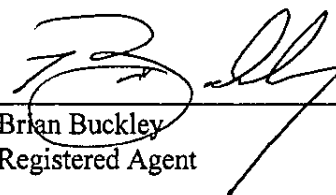
Sworn to and subscribed before me this 25 day of September, 2009, by **Brian Buckley**, who is personally known to me or who has produced a Driver's License as identification, and who did not take an oath.


NOTARY PUBLIC, State of FLORIDA
My Commission expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of **BASHER'S RC RACEWAY, LLC** as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


Brian Buckley
Registered Agent

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