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MCCLAINE & ALFONSO
MEEKER & DUNN
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TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION
OF
HOLDEN ON MOTORSPORTS, 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 **HOLDEN ON MOTORSPORTS, LLC** ("Company").

ARTICLE II-ADDRESS

The mailing address is 14439 8th Street, Dade City, Florida 33525, and street address of the principal office of the company is 14439 8th Street, Dade City, Florida 33525.

ARTICLE III-DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date if specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV-REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida are, Stewart Holden, 14439 8th Street, Dade City, Florida 33525

ARTICLE V-MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations 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 name and addresses of the members of the company are:

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Stewart Holden, Managing Member

37117 Price Drive, Zephyrhills, Florida 33541

Randy Gant, Member

14339 Starbright Drive, Dade City, Florida 33525

Donald Thomas, Member

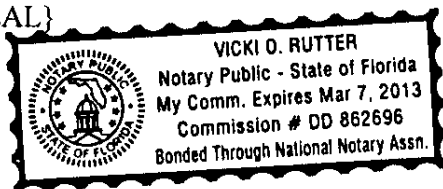
3917 Powerline Road, Lithia, Florida 33547


IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Dade City, Pasco County, Florida, in this 13th day of January, 2011.

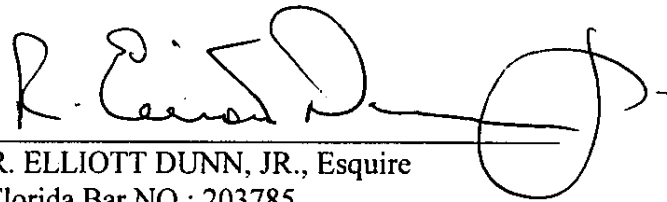

STEWART HOLDEN,
Managing Member

Sworn to and subscribed before me on this 13th day of January, 2011, by STEWART HOLDEN who produced a Florida Driver's License as identification.

{SEAL}




Vicki O. Rutter
Notary Public State of Florida


R. ELLIOTT DUNN, JR., Esquire
Florida Bar NO.: 203785
McCLAIN, ALFONSO, MEEKER & DUNN
POST OFFICE BOX 4
DADE CITY, FLORIDA 33526-0004
352-567-5636

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Under the provision of F.S. 608.415 or 608.507, **HOLDEN ON MOTORSPORTS, LLC**, Limited Liability Company, submits the following statement to designate a registered office and registered agent in the State of Florida:

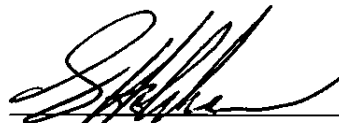
1. The name of the limited liability company is **HOLDEN ON MOTORSPORTS, LLC**.

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

STEWART HOLDEN
14439 8th Street
Dade City, Florida 33525

The undersigned, being the person named in the articles of organization of **HOLDEN ON MOTORSPORTS, 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 status 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.

This 13th day of January 2011.



STEWART HOLDEN
Registered Agent