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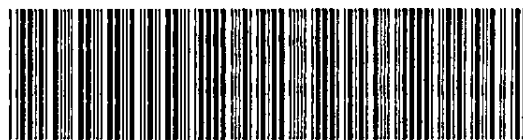
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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**GEORGE C. KELLEY, P.A.**  
ATTORNEY AT LAW

TELEPHONE: (407) 886-2130  
FAX: (407) 886-0762  
EMAIL: gckelleylaw@earthlink.net  
gckelleylaw@embarqmail.com

368 EAST MAIN STREET • P.O. BOX 1132  
APOPKA, FLORIDA 32704-1132

May 6, 2011

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: POWER PLAY MOTOR SPORTS, L.L.C.

Dear Sir:

Please find enclosed original and one copy of Articles of Organization for the above-named limited liability company. Our check in the amount of \$130.00 is enclosed to cover the following fees:

\$100.00 Filing fees for Articles of Organization  
\$ 25.00 Designation of Registered Agent  
\$ 5.00 Certificate of Status

Thank you for your prompt attention to this matter.

Very truly yours,

  
GEORGE C. KELLEY, III, ESQ.

GCK:jrs  
Enclosures

ARTICLES OF ORGANIZATION OF  
POWER PLAY MOTOR SPORTS, L.L.C.

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The undersigned hereby certify that we have associated ourselves for the purpose of becoming a limited liability company under 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 shall be the Charter and authority for the conduct of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be POWER PLAY MOTOR SPORTS, L.L.C., and its principal place of business shall be 122 Polo Lane, Sanford, FL 32771, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

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

1. To engage in any activity of business authorized under 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 herein set forth 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 of any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation; carry 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 the 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 thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all of any of the limited liability company powers, and to carry out all for any of the purposes, enumerated herein 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 such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may 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 herein set forth, 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.
7. The several clauses contained in this statement of the general nature of the businesses to be transacted shall be constructed 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.

8. Nothing herein contained 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 the laws of the State of Florida, lawfully carry on, exercise or do.

### ARTICLE III

#### CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by the members.

### ARTICLE IV

#### PROFITS AND LOSSES

- (A) Sharing of Profits. 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. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of such commencement date being September 1, 2008.
- (B) 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 such sources are insufficient to cover such losses, by the members.

## ARTICLE V

### LIMITED LIABILITY COMPANY 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 VI

### DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## ARTICLE VII

### PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 122 Polo Lane, Sanford, FL 32771.

## ARTICLE VIII

### MANAGEMENT

Management of this limited liability company is reserved to its members, whose name(s) and address(es) are as follows:

Logan T. Riley, Managing Member, 122 Polo Lane, Sanford, FL 32771.

## ARTICLE IX

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 122 Polo Lane, Sanford, FL 32771, Orange County, Florida, and the name of its initial registered agent at such address is Logan T. Riley.

ARTICLE X  
RESTRICTIONS ON MEMBERSHIP

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

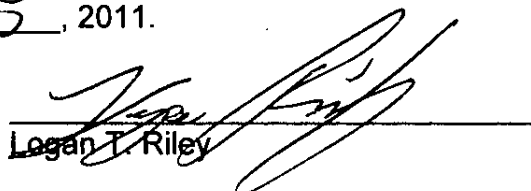
A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon 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 upon unanimous consent of such remaining members.

Upon the death of Logan T. Riley, his interest in the limited liability company shall pass to Joan Riley.

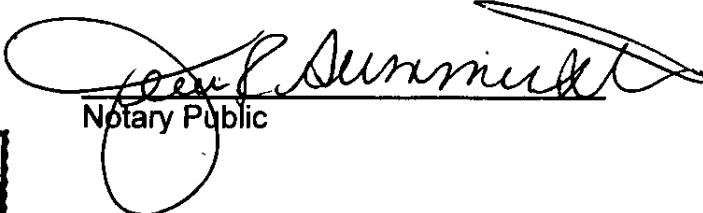
The undersigned, being the original members of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of POWER PLAY MOTOR SPORTS, L.L.C.

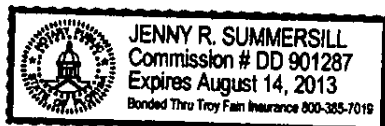
Executed by the undersigned on May 5, 2011.

  
Logan T. Riley

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of May, 2011, by Logan T. Riley, agent on behalf of POWER PLAY MOTOR SPORTS, L.L.C., a limited liability company. He is        personally known to me OR   ✓   has produced a Florida Driver's License as identification.

  
Notary Public



STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA

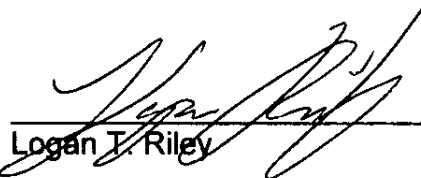
COUNTY OF ORANGE

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 registered agent for POWER PLAY MOTOR SPORTS, L.L.C. is Logan T. Riley, 122 Polo Lane, Sanford, FL 32771. The address of the company's principal office where the agent is located is 122 Polo Lane, Sanford, FL 32771.

This statement is to acknowledge that, as indicated above, POWER PLAY MOTOR SPORTS, L.L.C., has appointed me, Logan T. Riley, 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: May 5, 2011.

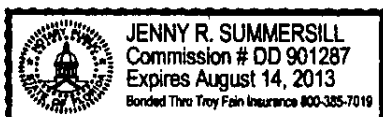
  
Logan T. Riley

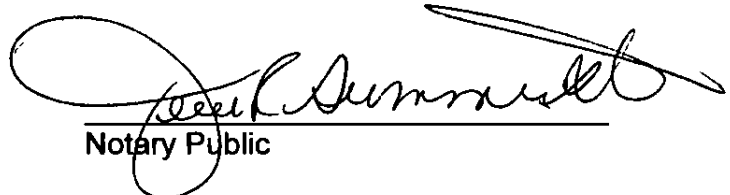
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STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of May, 2011 by Logan T. Riley, agent on behalf of POWER PLAY MOTOR SPORTS, L.L.C., a limited liability company. He is        personally known to me OR        has produced a Florida Driver's License as identification.



  
Notary Public