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From: Account Name : GRIMES, GOEBEL, GRIMES, HAWKINS, GLADFELTER & GALVANO, P.L.
Account Number : 072460000742
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PACER GOLF, L.C.

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
PACER GOLF, L.C.
a Limited Liability Company**

The Articles of Organization for this limited liability company were filed on September 18, 1997 and assigned document number L97000001029.

ARTICLE I

Name

The name of the limited liability company ("Company") is PACER GOLF,

ARTICLE II

Address

The mailing and street address of the Company's principal office is 3740 Sports Arena Blvd., San Diego, California 92110.

ARTICLE III

Registered Agent and Office

The name of the Company's initial registered agent in Florida is Sacha Ross. The address of the Company's registered agent is 1023 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE IV

The Limited Liability Company is to be managed by one or more members and is therefore a member-managed company. The name and address of each Managing Member is as follows:

<u>Title:</u>	<u>Name:</u>	<u>Address:</u>
MGRM	Phillip Pace	3740 Sports Arena Blvd., Suite 6 San Diego, California 92110

ARTICLE V

The remaining members of the Company have the right to continue the business 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 Company.

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IN WITNESS WHEREOF, I have executed these Articles of Organization on this 8 day of August, 2008.


Phillip Pace, Managing Member

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED 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 Pacer Golf, L.C.
2. The name and the Florida street address of the registered agent and office are:
Sacha Ross, 1023 Manatee Avenue West, Bradenton, Florida 34205.

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, Florida Statutes.

Dated: July 25, 2008.


Sacha Ross, Registered Agent

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