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**SMITH  
SAUER  
& DEMARIA**  
ATTORNEYS AT LAW

July 8, 1998

*G. Thomas Smith  
Board Certified  
Real Estate Attorney*

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-07/10/98--01074--004  
\*\*\*\*285.00 \*\*\*\*285.00

Secretary of State  
Corporate Records Division  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

RE: Racing Unlimited, L. C.

Dear Sir/Madam:

Enclosed please find the original and a copy of the Articles of Organization for the above limited liability company. Also enclosed is a check in the amount of \$285.00 representing the filing fee and registered agent fee.

Please file the original of the enclosed Articles of Organization and return to me the copy date-stamped as evidence of filing.

Your time and attention to this matter are appreciated and if you have any questions, please do not hesitate to contact me at (850) 434-2761.

Sincerely,

*Gloria Heckman*

Gloria Heckman  
Legal Assistant to  
G. Thomas Smith

Mr. Smith GAVE

AUTHORIZATION BY PHONE TO

add  
CORRECT members addresses

DATE 7/13/98

DOC. EXAM. dee

Name Availability	
Document Examiner	DCC
Updater /gh	enclosures
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

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**ARTICLES OF ORGANIZATION  
OF  
RACING UNLIMITED, L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Section 608 of the Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company.

**ARTICLE I  
NAME**

The name of the limited liability company, hereinafter referred to in these Articles as "Company," Racing Unlimited, L.C.

**ARTICLE II  
ADDRESS**

The Company's mailing address and street address of its principal place of business in Florida is: 4004 Bay Pointe Drive, Gulf Breeze, Florida, 32561, 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 III  
DURATION/CONTINUATION**

Beginning on the date these Articles of Organization are filed with the Florida Department of State, the period of the Company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminated the continued membership of a member, unless the business of the Company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

**ARTICLE IV  
PURPOSE**

The general purpose for which the Company is organized is to sell merchandise including but not limited to the following:

Selling merchandise at the wholesale level.

In addition, the Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, excluding banking and

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insurance, including all powers and purposes now and hereafter permitted by law to a limited liability company.

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#### ARTICLE V MANAGEMENT

The business of the Company shall be managed by its members in proportion to their contributions to the capital of the Company as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members. The names and addresses of the members are as follows:

Ronald Marler	4004 Bay Pointe Drive, Gulf Breeze, FL	32561
Robert P. Marler, Jr.	4004 Bay Pointe Drive, Gulf Breeze, FL	32561

#### ARTICLE VI RESTRICTIONS ON MEMBERSHIP

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

#### ARTICLE VII 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 the Company. This Article may be amended from time to time in the regulations of the Company by a unanimous vote of the members of the Company.

#### ARTICLE VIII REGULATIONS

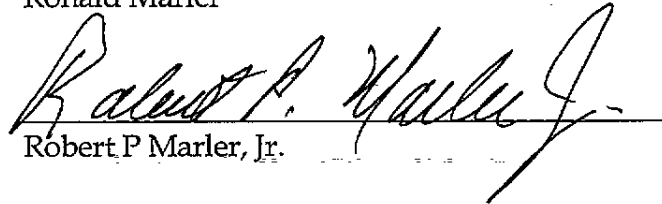
The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the members unless vested in the manager of the Company by any amendments of the Articles of Organization. Regulations adopted by the members or by the manager may be repealed or altered, new regulations may be adopted by the members, and the members may prescribe in any regulations made by them that such regulation may not be altered, amended or repealed by the manager.

ARTICLE IX  
AMENDMENT TO ARTICLES

Any amendment to these Articles of Organization shall be on such form prescribed by the Florida Secretary of State, containing such terms and provisions consistent with Section 608 of the Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all members of the Company. In the event a new member is added by such amendment, it shall also be signed by the member to be added.

The undersigned, being the original members of the Company, hereby acknowledge that, in accordance with Section 608.408(3), Florida Statutes, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
\_\_\_\_\_  
Ronald Marler

  
\_\_\_\_\_  
Robert P Marler, Jr.

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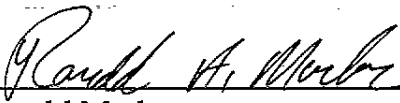
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF  
RACING UNLIMITED, L.C.**

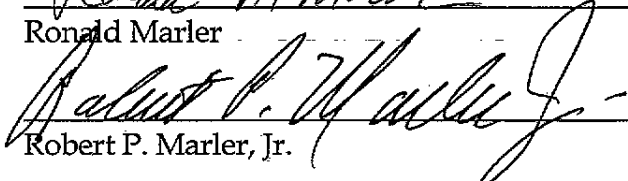
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The undersigned member or authorized representative of a member of Racing Unlimited, L.C., deposes and says:

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the member(s) is \$25,000.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$25,000. This total includes amounts from Paragraphs 2 and 3 above.

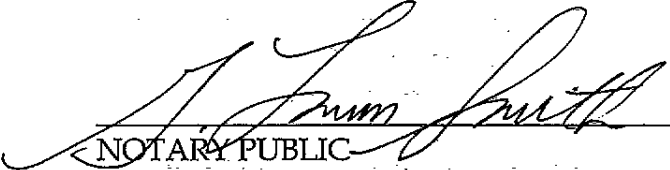
In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
\_\_\_\_\_  
Ronald Marler

  
\_\_\_\_\_  
Robert P. Marler, Jr.

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Sworn to and subscribed before me by Ronald Marler and Robert P. Marler, Jr., who ( ☒ ) are personally known to me or ( ☐ ) produced a \_\_\_\_\_ as identification on this 7<sup>th</sup> day of July, 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC  
PRINTED:  
NOTARY STAMP:



G THOMAS SMITH  
My Commission CC484224  
Expires Jul. 26, 1999  
Bonded by ANB  
908-852-5878

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

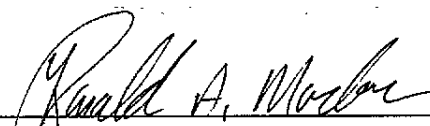
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered agent and the registered office in the State of Florida.

1. The name of the limited liability company is Racing Unlimited, L.C.
2. The name and address of the registered agent and registered office is:

Ronald Marler                      4004 Bay Pointe Drive, Gulf Breeze, FL 32561

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.

Dated July 7, 1998.

  
\_\_\_\_\_  
Registered Agent

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