

L98000001077

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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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Of Counsel  
HARRY G. McCONNELL

July 9, 1998

698052

Secretary of State  
Corporate Division  
P.O. Box 6327  
Tallahassee, FL 32304

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-07/14/98--01025--001  
\*\*\*\*285.00 \*\*\*\*285.00

Re: John Young Americana, L.C.

Dear Sir:

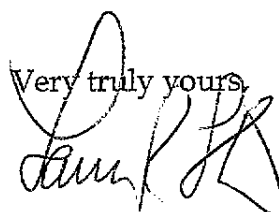
Enclosed herewith are the proposed Articles of Organization of the above referenced Florida Limited Liability Company, along with the Acceptance of Appointment as Registered Agent and Affidavit of Membership and Contributions which we ask be filed in your office. When the Articles have been filed, I would appreciate receiving a certified copy, indicating the filing date. I have included a photocopy of the proposed Articles of Organization for that purpose.

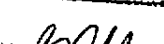






My check is enclosed to cover the following expenses:

Filing Fee	\$	250.00
Registered Agent Fee		<u>35.00</u>
TOTAL	\$	285.00

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SECRETARY OF STATE  
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Thank you for your attention to this matter. With best regards, I remain,

Very truly yours,  
  
Larry R. Stout

Name	
Availability	
Document Examiner	
Updater	
Under Verifier	
Acknowledgement	
Under Verifier	

2101-867

LRS:jar  
Enclosures  
cc: Mr. Charles S. Lichtigman, w/enc.

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ARTICLES OF ORGANIZATION  
OF  
JOHN YOUNG AMERICANA , L. C.  
A Florida Limited Liability Company

The undersigned (the "Member") acting as the organizer of John Young Americana, L. C., under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE 1

NAME

The name of the limited liability company is John Young Americana, L. C., (the "Company").

ARTICLE 2

PURPOSE AND POWERS

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Florida Statutes, as the same may be amended from time to time.

ARTICLE 3

INITIAL REGISTERED AGENT, AND REGISTERED OFFICE ADDRESS

AND PRINCIPAL OFFICE OF THE COMPANY

A. Initial Registered Agent and Office. The initial registered agent for the Company to receive service of process is Charles S. Lichtigman. The street address of the Company's initial registered office is 1030 West International Speedway Drive, Daytona Beach, Florida 32114.

B. Principal Place of Business. The street address of the Company's principal office is 1030 West International Speedway Drive, Daytona Beach, Florida 32114. *The mailing address is the same.*

ARTICLE 4

ADMISSION OF NEW MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

ARTICLE 5

MANAGER

The business of the Company shall be managed by a Manager elected by the Members holding fifty-one percent (51%) of the then outstanding contributed and non-contributed capital of the Company. The Manager may be, but is not required to be, a Member of the Company. The Manager shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Florida Statutes, as the same may be amended from time to time, and as further provided in the Regulations of the Company. The name and business address of the initial Manager of the Company until the first annual meeting of the Members, or until his successor is elected and qualified, is: Charles S. Lichtigman, 1030 West International Speedway Drive, Daytona Beach, Florida 32114.

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ARTICLE 6

PERIOD OF DURATION

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing in accordance with §608.4081, Florida Statutes, and shall be perpetual thereafter, unless sooner dissolved in accordance with the terms of the Regulations of the Company. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member, or upon the occurrence of any other event which terminates the continued membership of any Member in the Company, the Company shall be dissolved unless continued by the unanimous written consent of the remaining Members of the Company.

ARTICLE 7

NON-LIABILITY AND INDEMNIFICATION

A. Non-Liability. A Manager of this Company shall not be personally liable to the Company or its Members for monetary damages for breach of fiduciary duty as a Manager, except for liability (i) for a breach of the Manager's duty of loyalty to the Company or its Members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) for a transaction from which the Manager derived an improper personal benefit, or (iv) under §608.4362, Florida Statutes, (or any similar provision of any subsequent law enacted in Florida).

B. Indemnification. Each individual or entity who is or was a Manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or

may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The Company may, by action of the Manager, provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as the Manager shall determine to be appropriate and authorized by applicable law. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right of protection of a Manager or officer existing at the time of such repeal or amendment.

ARTICLE 8

AMENDMENTS

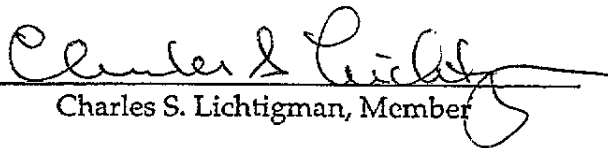
The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE 9

ADOPTION OF REGULATIONS

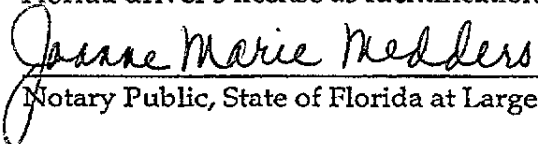
The Company shall adopt initial Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Florida Statutes.

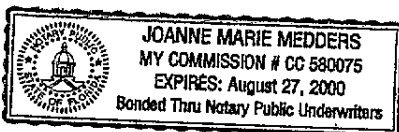
IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization as of July 7, 1998.

  
Charles S. Lichtigman, Member

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me on July 7, 1998 by Charles S. Lichtigman. He is (check one)  personally known to me, or  who has produced his Florida driver's license as identification.

  
Notary Public, State of Florida at Large



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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Pursuant to §608.415(2), Florida Statutes, the following is submitted to the Secretary of State of Florida:

That John Young Americana, L. C., desiring to organize as a limited liability company under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization at 1030 West International Speedway Drive, Daytona Beach, Florida 32114, has named Charles S. Lichtigman as its registered agent to accept service of process within the State of Florida.

That the undersigned, Charles S. Lichtigman, having been named to accept service of process for John Young Americana, L. C., at 1030 West International Speedway Drive, Daytona Beach, Florida 32114, and in the Articles of Organization, does hereby agree to act in this capacity, and agrees to comply with the provisions of §608.415, Florida Statutes, relative to keeping open said office.

  
Charles S. Lichtigman

Date: July 7, 1998

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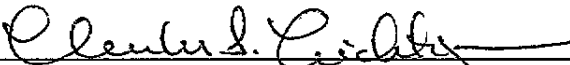
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

STATE OF FLORIDA  
COUNTY OF VOLUSIA

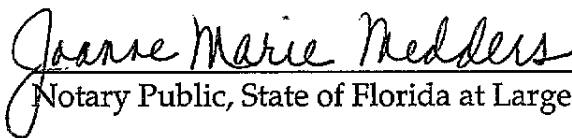
The undersigned Member of John Young Americana, L. C., deposes and says:

1. The above-named limited liability company has at least two Members.
2. The total amount of cash contributed by the Members is \$1,500.00.
3. If any, the agreed value of property other than cash contributed by the Members is \$0.00.
4. The total amount of cash or property anticipated to be contributed by the Members is \$150,000. This total includes amounts from paragraphs 2 and 3 above.

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

  
\_\_\_\_\_  
Charles S. Lichtigman, Member

The foregoing affidavit was acknowledged before me on July 7, 1998 by Charles S. Lichtigman. He is (check one)  personally known to me, or  who has produced his driver's license as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large



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