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CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: ROYAL KATING PARTNERS, LC
AUDIT NUMBER.....H98000016469
DOC TYPE.....LIMITED LIABILITY COMPANY
CERT. OF STATUS..0 PAGES..... 10
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ARTICLES OF ORGANIZATION
OF
ROYAL KARTING PARTNERS, LC

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. NAME.

The name of the Limited Liability Company is:

ROYAL KARTING PARTNERS, LC

2. PERIOD OF DURATION.

The period of duration of the Limited Liability Company shall be from the date of filing until the first to occur of the following:

(i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or

(ii) Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act.

3. PURPOSE.

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

THIS DOCUMENT PREPARED BY:
RONALD L. FIELDSTONE, ESQ.
FIELDSTONE LESTER, SHEAR & DENBERG
200 SOUTH BISCAYNE BLVD.
SUITE 2100
MIAMI, FLORIDA 33131
(305) 982-1355
FL Bar # 180299

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4. ADDRESS OF PLACE OF BUSINESS.

The address of the place of business and mailing address in Florida for the Limited Liability Company is: c/o Mark Kline, 8298 Bermuda Sound Way, Boynton Beach, Florida 33436.

5. REGISTERED AGENT.

The name and address of the initial registered agent in Florida for the Limited Liability Company is: Ronald R. Fieldstone, Esq., 200 South Biscayne Boulevard, Suite 2100, Miami, FL 33131.

6. CAPITAL CONTRIBUTIONS.

The total amount of cash and a description of the agreed value of property other than cash contributed to the Limited Liability Company is as follows: \$1,000.00 in cash and no other property is being contributed to the Limited Liability Company at this time.

7. ADDITIONAL CONTRIBUTIONS.

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made in cash or by the contribution of property at such value as shall be approved by the Managers. The Company will maintain a capital account for each Member in accordance with generally accepted accounting principles and the respective interests of the Members in the Company. Each Member's percentage ownership interest in the capital and profits of the Company shall be calculated as set forth in the Regulations of the Company.

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8. CONTINUITY OF BUSINESS.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of all the remaining members of the Limited Liability Company.

9. MANAGEMENT.

The Limited Liability Company is to be managed by a manager, or managers. Names and addresses of such managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualified are as follows:

- (1) Derek Bell
c/o Mark Kline
8298 Bermuda Sound Way
Boynton Beach, Florida 33436
- (2) Ken Fengler
3031 N.E. 22nd Street
Ft. Lauderdale, Florida 33305
- (3) Mark Kline
8298 Bermuda Sound Way
Boynton Beach, Florida 33436
- (4) Buz MacCurdy
612 Hollow Circle
Deerfield Beach, Florida 33442

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10. MANAGEMENT.

- (i) Other than as set forth in clause (b) below, all powers associated with the Company's activities, including the power to sell all or substantially all

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of the Company's assets, shall be reserved to one or more Managers, each of whom shall be a Member and shall serve in such capacity for a period of one year beginning with the formation of the Company.

Thereafter, the Managers shall continue on a year to year basis as managers of the Company's affairs unless replaced with other Members by a vote of eighty percent in ownership interest in the Company at the annual meeting of the Company as set forth in the Company's Regulations. The Managers may also be replaced with other Members at any time by a vote of ninety percent in ownership interest in the Company.

(ii) The power to dissolve the Company shall be reserved to seventy-five percent in ownership interest of the Members. Unless provision is made for a higher requirement in connection with any particular matter, all decisions required to be voted upon by the Members shall be decided by the vote of seventy-five percent in ownership interest, which shall be determined in accordance with the respective capital accounts of the Members, exclusive of any depreciation or tax credits which may accrue against such capital accounts for tax purposes.

(iii) The Managers may admit additional Members upon such terms and conditions as shall be determined by the Managers in their reasonable judgement. All such subsequently admitted Members shall have the same rights and privileges as all other Members, including prorata voting rights. The admission of additional Members shall be reflected in an amendment to these

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Articles of Organization, executed by the Managers and shall be filed with the Secretary of State of Florida.

11. ADDITIONAL PROVISIONS. The following additional provisions for the regulation of the business of the Company and for the conduct of its affairs are hereby adopted as a part of these Articles of Organization:

(i) No contract or other transaction between the Company and any other corporation in the absence of fraud shall be affected or invalidated by the fact that one or more of the Managers and/or Members is a director or officer of such other corporation, or holds an interest in such other corporation; nor by reason of the fact that one or more of the Managers and/or Members may have an interest in any contract or transaction with the Company and each and every such person is hereby relieved from liability which might otherwise exist from thus contracting with the Company for the benefit of himself or any firm, association, or corporation in which he may be otherwise interested.

(ii) The Members of the Company, by a vote of ninety percent in ownership interest, shall have the power to amend, alter, change or repeal any provision of these Articles of Organization in form or substance at any properly announced meeting of the Members.

(iii) The Members of the Company, by a vote of ninety percent in ownership interest, shall have the power to amend, alter, change or repeal any provision of the Regulations of the Company in form or substance at any properly announced meeting of the Members.

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Executed at Miami, Florida on the 18 day of August, 1998.

By: [Signature]
Derek Bell, Manager

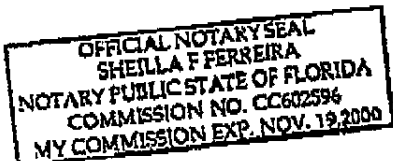
By: [Signature]
Ken Fengler, Manager

By: [Signature]
Mark Jeline, Manager

By: [Signature]
Buz McGurdy, Manager

STATE OF FLORIDA)
COUNTY OF Miami Dade) ss:

The foregoing instrument was acknowledged before me this 18 day of August, 1998, by Derek Bell, the manager of ROYAL KARTING PARTNERS, LC who is personally known to me or who has produced as identification and who did take an oath.

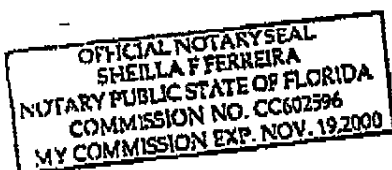


[Signature]
Notary Public, State of Florida

Notary Stamp:

STATE OF FLORIDA)
COUNTY OF Miami Dade) ss:

The foregoing instrument was acknowledged before me this 18 day of August, 1998, by Ken Fengler, the manager of ROYAL KARTING PARTNERS, LC who is personally known to me or who has produced as identification and who did take an oath.



[Signature]
Notary Public, State of Florida

Notary Stamp:

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STATE OF FLORIDA

COUNTY OF

Miami Dade

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The foregoing instrument was acknowledged before me this 16 day of August, 1998, by Mark Kline, the manager of ROYAL KARTING PARTNERS, LC who is personally known to me or who has produced _____ as identification and who did take an oath.

Sheila Ferreira
Notary Public, State of Florida

OFFICIAL NOTARY SEAL
SHEILA F FERREIRA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC602596
COMMISSION EXP. NOV. 19, 2000
STATE OF FLORIDA

Notary Stamp:

COUNTY OF

Miami Dade

The foregoing instrument was acknowledged before me this 19 day of August, 1998, by Buz MacCurdy, the manager of ROYAL KARTING PARTNERS, LC who is personally known to me or who has produced _____ as identification and who did take an oath.

Sheila Ferreira
Notary Public, State of Florida

OFFICIAL NOTARY SEAL
SHEILA F FERREIRA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC602596
MY COMMISSION EXP. NOV. 19, 2000

Notary Stamp:

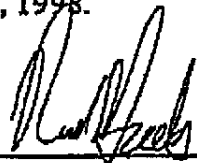
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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of ROYAL KARTING PARTNERS, LC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415, and is herewith simultaneous designated as registered agent by ROYAL KARTING PARTNERS, LC.

Executed this 18 day of August, 1998.

By: 
Ronald R. Fieldstone, Esq., Registered Agent

FOR THE LIMITED LIABILITY COMPANY:

By: 
Mark Kline, Manager

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AFFIDAVIT

STATE OF FLORIDA

COUNTY OF Miami Dade)
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BEFORE ME, the undersigned authority, on this day personally appeared Mark Klein, as Manager of ROYAL KARTING PARTNERS, LC, a Limited Liability Company ("Affiant") who, after being duly sworn upon oath states:

1. Attached hereto and made a part hereof as Exhibit "A" is a complete list of all members of said liability company together with the actual amount of cash contributions to the limited liability company made by each member.
2. To the best of my knowledge and belief the total agreed value of any property other than cash contributed totals zero dollars (\$0).
3. I attest that the total amount of cash to be contributed or property anticipated to be contributed by the members is one thousand dollars (\$1,000).

FURTHER AFFIANT SAYETH NAUGHT.

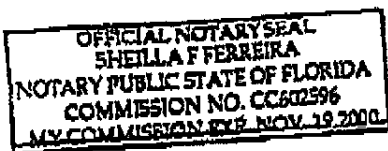
ROYAL KARTING PARTNERS, LC

By Mark Kline
Mark Kline, as Manager

STATE OF FLORIDA

COUNTY OF Miami Dade)
SS:

The foregoing instrument was acknowledged before me this 18 day of August, 1998, by Mark Kline, the manager of ROYAL KARTING PARTNERS, LC, who is personally known to me or who has produced _____ as identification and who did take an oath.



Sheilla Ferreira
Notary Public, State of Florida
Notary Stamp:

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