

L98000001952



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 222259 4301938

AUTHORIZATION

COST LIMIT : \$ \$105.00 355.00

Patricia Pigato

OK per Kim

ORDER DATE : April 28, 1999

ORDER TIME : 10:51 AM

ORDER NO. : 222259-020

CUSTOMER NO: 4301938

CUSTOMER: Anthony Feo, Esq
Rogers & Wells Llp
51st Floor
200 Park Avenue
New York, NY 10166

*add'l 250.00 for increase in
contributions.*

400002862404--9

DOMESTIC AMENDMENT FILING

NAME: AUTOSTAR USA, LLC

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT
☒ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name Availability	
Document Examiner	<input checked="" type="checkbox"/> DCC
Updater	<input checked="" type="checkbox"/> DCC
Updater Verifier	<input checked="" type="checkbox"/> DCC
Acknowledgement	DCC
P. Verifier	DCC

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☒ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

RECEIVED
99 MAY -4 PM 1:43
99 MAY -4 PM 3:30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

L98000001952

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
AUTOSTAR USA, L.L.C.

"Limited Liability Company"

FILED
99 MAY -4 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a limited liability company formed under the Florida Limited Liability Company Act (the "Act"), Chapter 608, Florida Statutes (1997), hereby amends and restates its Articles of Organization as follows:

ARTICLE I

The name of the limited liability company shall be AutoSTAR USA, L.L.C. (the "Company").

ARTICLE II

The period of its duration shall be perpetual.

ARTICLE III

The address of the principal place of business in the State of Florida and the mailing address of the Company is: 103 Century 21 Drive, Suite 201, Jacksonville, Florida 32216.

ARTICLE IV

The name and address of the registered agent in the State of Florida is:

Name

Address

Padraic E. Mulvihill

103 Century 21 Drive, Suite 201
Jacksonville, Florida 32216

ARTICLE V

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall not be dissolved and the members have agreed to cause the Company to continue in lieu of any dissolution as may be provided by the Act.

ARTICLE VI

The Company shall be managed by a board of managers (the "Board") as provided in the Company's Amended and Restated Regulations (the "Regulations"). The names and addresses of the managers who shall serve until their successors are elected and qualify as provided in the Regulations are:

James R. Johnson	103 Century 21 Drive, Suite 201 Jacksonville, Florida 32216
John J. Quirk	c/o Churchill Capital, Inc. 590 Madison Ave. New York, New York 10022
Melissa White	c/o Churchill Capital, Inc. 3100 Metropolitan Centre 333 South Seventh Street Minneapolis, Minnesota 55402
G. Larry Sims	5 Circle Oak Trail Ormond Beach, Florida 32174
John E. Graham, Jr.	c/o Daytona International Speedway 1801 W. International Speedway Blvd. Daytona Beach, Florida 32114-1243

ARTICLE VII

Any amendment or supplement to the Regulations shall only be effective if in writing and if the same shall be approved by the Board acting by Special Action (as defined in the Regulations) and a majority in interest of all the members; provided, however, that a majority in interest of the Churchill Members (as defined in the Regulations) shall have voted in favor of such amendment or supplement; provided, further, that the Board may make administrative amendments to the Regulations for the purpose of clarifying or correcting language or modifying Company procedures with respect to meetings and notices or to amend Exhibits C and D to the Regulations to reflect the admission or withdrawal of members; and provided, further, that no amendment or supplement may modify the capital accounts, increase the liability of, or otherwise adversely affect the rights of, any member without such member's consent. A copy of any such administrative amendment shall be provided to each member within ten days of the Board's action.

ARTICLE VIII

Members may transfer units of the Company only after compliance with the limitations on transfers of units set forth in Section 13 of the Regulations. Any person to whom any Interest or portion thereof is Transferred in compliance with the terms of the Regulations (a "Transferee"), shall be entitled to be admitted as a member of the Company and to have all of the rights conferred upon a member of the Company by the Regulations only if:

(1) such Transferee's admission as a member will not violate, nor cause the Company to violate, any applicable laws, rules, or regulations, including federal and state securities laws, and either such Transferee shall have delivered an opinion of counsel satisfactory to the Board, or counsel for the Company shall have delivered an opinion, to such effect;

(2) such Transferee qualifies and becomes a member within the meaning of the Act by the procedures set forth in the Act;

(3) the Transferee shall have signed and delivered a Joinder Agreement (as set forth on Exhibit B to the Regulations) to be bound by the terms and provisions of the Regulations and shall execute such other documents or instruments as the Board may require in order to effect the admission of such transferee as a member;

(4) such Transferee shall have delivered to the Board a letter containing a representation and an agreement in the form set forth in Section 11 of the Regulations;

(5) if the Transferee is not an individual, the Transferee shall have provided the Board with evidence satisfactory to counsel for the Company of its authority to become a member under the terms and provisions of the Regulations;

(6) such Transferee pays to the Company a sum which is sufficient to cover all expenses (including legal fees) connected with the admission of the Transferee as a Member pursuant to these Regulations and the Act, including without limitation the cost of any opinion of counsel referred to above.

"Interest" as used in this Article VIII shall mean the personal property ownership right of a member in the Company and shall entitle such member to an allocation of Company Revenues and Company Expenses (each as defined in the Regulations), pursuant to Section 5 of the Regulations and to a share of the Company Distributions (as defined in the Regulations) pursuant to Section 5 of the Regulations. Each member's Interest is evidenced by and composed of the units owned by that Member.

"Transfer" as used in this Article VIII shall mean the making of any transfer, sale, exchange, assignment or gift or the granting of any security interest, pledge or other encumbrance in, or of the creation of, any voting trust or other agreement or arrangement with respect to the transfer of voting rights in, the units of the Company, or the creation of any other claim thereto or any other transfer or disposition whatsoever, whether voluntary or involuntary, directly or indirectly affecting the right, title or interest or possession in or to any units of the Company.

These Amended and Restated Articles of Organization have been duly executed and are being filed in accordance with Florida Statutes Section 608.411.

Dated: May 3, 1999



Padraic E. Mulvihill
Secretary and Member

FILED
99 MAY -4 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF ST. JOHN)

The foregoing instrument was acknowledged before me this 3 day of May, 1999, by Padraic E. Mulvihill, ☒ who is personally known to me or ☐ who has produced _____ as identification, and who has acknowledged that he signed such instrument of his own free will.

Randal C. Fairbanks

Notary Public, State of Florida at Large

Notary's printed or stamped name:

My commission expires:



RANDAL C. FAIRBANKS
Comm. No. CC 645501
My Comm. Exp. Aug. 8, 2001
Bonded thru Pichard Ins. Agcy.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of AutoSTAR USA, L.L.C., as the registered agent of the Company, hereby consents to accept service of process for the Company at the place designated in the amended and restated articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

Padraic E. Mulvihill

Padraic E. Mulvihill
Registered Agent

FILED
99 MAY -4 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of AutoSTAR USA, L.L.C. (the "Company") deposes and says:

1. The Company has seven members.
2. The total amount of cash contributed by the members is \$9,750,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.00.
4. The total amount of cash or property anticipated to be contributed by members is \$9,750,000.00.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: MAY 3, 1999

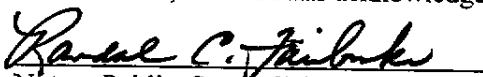

Padraic E. Mulvihill
Member

FILED
99 MAY -4 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF ST. JOHN)

The foregoing instrument was acknowledged before me this 3rd day of May, 1999, by Padraic E. Mulvihill, ☒ who is personally known to me or ☐ who has produced _____ as identification, and who has acknowledged that he signed such instrument of his own free will.


Notary Public, State of Florida at Large
Notary's printed or stamped name:
My commission expires:



RANDAL C. FAIRBANKS
Comm. No. CC 645501
My Comm. Exp. Aug. 8, 2001
Bonded thru Pichard Ins. Agcy.