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LIMITED LIABILITY COMPANY

indoor karting of hialeah, l.c.

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ARTICLES OF ORGANIZATION

OF

INDOOR KARTING OF HIALEAH, L.C.

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:

ARTICLE I

Name

The name of the Limited Liability Company is: **INDOOR KARTING OF HIALEAH, L.C.**

ARTICLE II

Address of Place of Business.

The street address and mailing address of the principal office in Florida for the Limited Liability Company is: P.O. Box 1370, Delray Beach, FL 33447.

ARTICLE III

Purpose

The purpose for which the Limited Liability Company is organized is to engage in the operation of indoor karting facilities. The Limited Liability Company shall have all of the powers vested in a Limited Liability organized and existing by virtue of such laws.

ARTICLE IV

Period of Duration

This Limited Liability Company shall exist until 30 years from the date upon which these Articles of Organization are filed with the Department of State of the State of Florida, unless earlier terminated by the terms of this Article IV. This Limited Liability Company shall be dissolved upon the occurrence of any event which terminates the membership of any Member as a matter of law, unless the remaining Members unanimously consent to the continued existence of this Company within 90 days after the date of occurrence of such event. This Company shall be dissolved upon the unanimous consent of the Members.

Prepared by:

Cory B. Nass, Esq.
1801 Clint Moore Road, Suite 100
Boca Raton, FL 33487
(561) 998-8884
FL Bar No. 0003956

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ARTICLE V
Registered Agent

The name and address of the initial registered agent in Florida for the Limited Liability Company is: Cory B. Nass, 1801 Clint Moore Road, Suite 100, Boca Raton, FL 33487.

ARTICLE VI
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: One Hundred Dollars (\$100.00) in cash and no other property is being contributed to the Limited Liability Company.

ARTICLE VII
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: Additional contributions, if any, will be made upon the agreement the members holding a majority interest of the Limited Liability Company.

ARTICLE VIII
Additional Members

Members may admit additional members upon unanimous agreement of the then existing members. The Members shall unanimously determine the contributions to capital required of the new Members at the time of admission.

ARTICLE IX
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.

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ARTICLE X
Management

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The Business of this Limited Liability Company shall be managed by one or more 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:

Peter Bekkers
P.O. Box 1370
Delray Beach, FL 33447

ARTICLE XI
Amendment

The power to alter, amend or repeal these Articles of Organization shall be vested solely in the Members.

The undersigned, being all of the original Members of this Company certify that the foregoing constitutes the entire proposed Articles of Organization of this Limited Liability Company.

Executed by the undersigned on this 16th day of March, 1999


Peter Bekkers, Managing Director

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STATE OF FLORIDA

COUNTY OF PALM BEACH

SS:

ON THIS 16th day of March, 1999, before me personally appeared Peter Bekkers, to me known to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.



Karoline San Martin
My Commission CC790232
Expires July 18, 2002

Karoline San Martin
NOTARY PUBLIC
State of Florida at Large

Commission Expires:

July 19, 2000.

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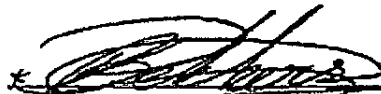
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Indoor Karting of Hialeah, 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 member(s) is: \$100.00
- 3) If any, the agreed value of property other than cash contributed by member(s) is: \$0
A description of the property, if any, is attached and made a part hereto.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is :
\$100.00. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member (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.)

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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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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

Cory Nass
1801 Clint Moore Road, Suite 100
Boca Raton, FL 33487

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.

Cory B. Nass
(Signature)

3/16/95
(Date)

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