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December 14, 1999

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Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
1-1-2000

Re: Nathan's Cycle Service, L.C.

100003071581-6
12/15/99-01086-008
****133.75 ****133.75

Dear Sir/Madam:

Enclosed for filing in your office are the originals and copies of the Articles of Organization for Nathan's Cycle Service, L.C, the Affidavit of Membership and Contributions, and the Designation of Registered Agent. Also enclosed is our check in the amount of \$133.75 for the filing fees and the certified copy. Please file these documents and return a certified copy of the Articles of Organization to us.

If there is any problem with the filing, please call us at 423/756-3000, x 285.

Sincerely,



Christi Meade
Legal Assistant

Enclosures

FILED
99 DEC 15 01 243
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA
SL

ARTICLES OF ORGANIZATION
OF
FLORIDA LIMITED LIABILITY COMPANY
NATHAN'S CYCLE SERVICE, L.C.

Pursuant to the provisions of Section 608.407 of the Florida Limited Liability Company Act, the undersigned organizer submits these articles of organization for the purpose of organizing a Limited Liability Company.

ARTICLE I - Name. The name of the Limited Liability Company is

NATHAN'S CYCLE SERVICE, L.C.

ARTICLE II - Address. The mailing address and street address of the principal executive office of the Limited Liability Company is Suite 503, Aviation Center Parkway, Daytona Beach, Florida.

ARTICLE III - Duration. The duration of the Limited Liability Company shall end on December 31, 2050.

ARTICLE IV - Management. The Limited Liability Company is to be managed by the members and the name and address of the managing member is Nathan C. Stophel, Suite 503, Aviation Center Parkway, Daytona Beach, Florida 32114.

ARTICLE V - Admission of Additional Members. The members may admit additional members by unanimous consent of all the members. The terms and conditions of the admissions shall be determined by the unanimous agreement of all the members.

ARTICLE VI - Members Rights to Continue Business. If any event occurs that terminates the continued membership of a member in the Limited Liability Company, if there are at least two (2) remaining members, the existence and business of the Limited Liability Company shall be continued by consent of a majority in interest of the remaining members.

ARTICLE VII - Power to Expel a Member. The Limited Liability Company shall have the power to expel a member by the vote of eighty percent (80%) of the members entitled to vote not including the member to be expelled.

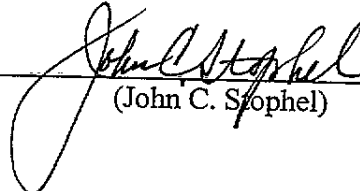
ARTICLE VIII - Preemptive Rights. The members shall not have preemptive rights.

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ARTICLE IX - **Effective Date.** The effective date of these Articles of Organization shall be at the beginning of business on January 1, 2000.



(John C. Stophel)

MEMBER

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177175/v. 1

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CLERK OF DISTRICT COURT
ALABAMA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

NATHAN'S CYCLE SERVICE, L.C.

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 Nathan's Cycle Service, L.C.
2. The name and address of the registered agent and office is:

Lauren Baggerson
Suite 508
Aviation Center Parkway
Daytona Beach, Florida 32114.

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.


(Lauren Baggerson)

December 10, 1999.

{05527_00/9701/00366298.W51.}

177175/v. 1

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JANESVILLE, WISCONSIN