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AZ CORPORATION COMMISSION
FILED

EXP

JAN 28 2005

FILE NO.

L-1176692

ARTICLES OF ORGANIZATION
OF
MOTOLAND MX PARK, LLCARTICLE IName

The name of this limited liability company is Motoland MX Park, LLC.

ARTICLE IIPurpose

The purpose for which this limited liability company is organized is the transaction of any and all lawful business for which a limited liability company may be organized under the laws of the State of Arizona, as such laws may be amended from time to time.

ARTICLE IIIRegistered Office and Statutory Agent

The address of the registered office of this limited liability company located in Pinal County, Arizona, and the name and business address of the agent for service of process are:

Registered Office:	1236 E. 11 th Street Casa Grande AZ 85222
Mailing Address:	P.O. Box 10954 Casa Grande AZ 85230
Statutory Agent:	David A. Fitzgibbons III Fitzgibbons Law Offices 711 E. Cottonwood Lane, Suite E Casa Grande AZ 85222

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ARTICLE IV
Membership on Formation

This limited liability company will have two (2) members at the time the limited liability company is formed.

ARTICLE V
Term of Company

The term of the Company shall continue perpetually.

ARTICLE VI
Management

Management of this limited liability company is reserved to the members.

ARTICLE VII
Members

The name and address of the members of this limited liability company at the time of its formation are:

Mark Brooks
P.O. Box 10954
Casa Grande AZ 85230

Debbie Brooks
P.O. Box 10954
Casa Grande AZ 85230

ARTICLE VIII
Liability and Indemnification

Except as provided under Chapter 4 of Title 29 of the Arizona Revised Statutes, as amended from time to time, no member, manager or officer of this limited liability company shall be liable, solely by reason of being a member, manager or officer, for the debts, obligations, and liabilities of this limited liability company whether arising in contract or tort, under a judgment, decree or order of a court, or otherwise. This limited liability company shall indemnify, to the maximum extent from time to time permitted by applicable law, any person who incurs liability or expense by reason of such person being a member, manager or officer of this limited liability company. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

L-11762920

IN WITNESS WHEREOF, the undersigned have set their hands this 25 day of January, 2005, for the purpose of forming Motoland MX Park, LLC.

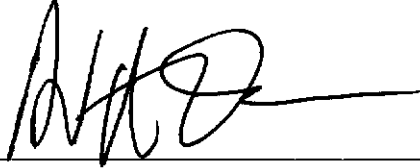
Mark Brooks
Mark Brooks

Debbie Brooks
Debbie Brooks

CONSENT TO ACT AS STATUTORY AGENT

I, David A. Fitzgibbons III, having been appointed as statutory agent for Motoland MX Park, LLC, an Arizona limited liability company, hereby consent to act in that capacity until removal or resignation is submitted in accordance with the Arizona Revised Statutes.

Dated this 27 day of January, 2005.

A handwritten signature in black ink, appearing to read 'DAF III', followed by a horizontal line.

David A. Fitzgibbons III

L-11766920

FITZGIBBONS LAW OFFICES, P.L.C.

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DAVID A. FITZGIBBONS III
DENIS M. FITZGIBBONS
DANIEL G. HARRINGTON
BRETT D. WALLACE
THERESA H. RATLIFF
APRIL P. ELLIOTT
ANN F. SCHROOTEN

DAVID A. FITZGIBBONS
(1930-1995)

E.D. McBRYDE
(1919-1998)

January 26, 2005

Arizona Corporation Commission
Incorporating Division
400 W. Congress Street
Tucson, AZ 85701

RECEIVED

JAN 28 2005

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

Re: Motoland MX Park, LLC

Dear Sir/Madam:

Enclosed you will find the original and one copy of the Articles of Organization of Motoland MX park, LLC, and Consent to Act as Statutory Agent along with our check in the sum of \$85.00 for your filing fees. Also enclosed is the Arizona Corporation Commission Submission Cover Sheet.

I would appreciate your reviewing the enclosed Articles. If the Articles meet with your approval, please return one copy of the Articles of Organization to our office with your stamp marked "filed and approved" so that we may publish the Notice of Filing of the Articles.

Thank you very much.

Yours truly,



David A. Fitzgibbons III

DAF:lc
Enclosure
cc: Client

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION
SUBMISSION COVER SHEET

THIS DOCUMENT SUBJECT TO PUBLIC RECORD - Important: use a separate cover sheet for each document

Regarding (Name/proposed name for Corp./LLC): Motoland MX Park, LLC

Please Check or Complete the Appropriate Sections:

- A. 1. ☒ NEW Entity Filing ☐ CHANGE to Existing Entity ☐ Resubmission/Corrected Document
2. ☒ Domestic (from Arizona) ☐ Foreign (organized in another state or country)
3. ☐ Profit/Business Corporation (B) ☐ Nonprofit Corporation (NP) ☒ LLC ☐ Trust ☐ Other
4. Payment ☒ Check # 85 ☐ Cash ☐ MOD account #
Amount: \$ ☐ No fee required ☐ See attached distribution of funds Instructions
5. Processing ☒ Expedited (usually 1-3 day turn-around, \$35 Additional Fee Per Document)
☐ Regular (usually 4-7 week turn-around)

B. Filing Type: (Check one only)

- ☐ Articles of Domestication
☐ Articles of Incorporation
☒ Articles of Organization
☐ Application to Transact Business(B)
☐ Application to Conduct Affairs (NP)
☐ Application for New Authority
☐ Application for Registration
☐ Articles of Amendment
☐ Articles of Amendment & Restatement

RECEIVED

JAN 28 2005

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

- ☐ Publication of
☐ Articles of Correction
☐ Merger of (name):

Into:

☐ Other:

C. Special Instructions:

D. Extras:

- ☐ Certified Copies- (Qty. @ \$5 ea. for corps or \$10 ea. for LLCs) ☐ Expedite Certified Copies (\$35 extra)
☐ Good Standing Certificate- (Qty. @ \$10 ea.) ☐ Expedite Good Standing (\$35 extra)

E. RETURN DELIVERY VIA: ☒ Mail or ☐ Pick Up or ☐ Fax # ()

The following individual should be called to pick up completed documents:

Name: Phone: (520) 426-3824

Pick-up by: Date:

Please respond promptly to phone messages. Documents will be mailed if they are not picked up in a timely manner - approximately two weeks. In that event, the documents should be mailed to the following address:

Name: David A. Fitzgibbons III Firm: Fitzgibbons Law Offices

Address: P.O. Box 11208

City, State, Zip: Casa Grande, AZ 85230-1208