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Account Name : WEBSTER & PARTNERS, P.L.
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Phone : (407) 691-0500
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LIMITED LIABILITY COMPANY

Powered-Up Kiteboarding, LLC

Certificate of Status	0
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DIVISION OF CORPORATION

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**ARTICLES OF ORGANIZATION
OF
POWERED-UP KITEBOARDING, LLC**

Pursuant to the Florida Limited Liability Company Act, Chap. 608, Florida Statutes, as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I
NAME**

The name of this limited liability company (the "Company") shall be **POWERED-UP KITEBOARDING, LLC**.

**ARTICLE II
DURATION**

Unless earlier terminated pursuant to the Act or the Operating Agreement (as defined in §608.402(24) of the Act) of this Company, the period of its duration shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing address and the street address of the principal office of this Company shall be:

Powered-Up Kiteboarding, LLC
1401 Alden Road
Orlando, Florida 32803

**ARTICLE IV
REGISTERED AGENT**

The initial registered office of this Company shall be 1936 Lee Road, Suite 101, Winter Park, Florida 32789, and its initial registered agent at such office shall be W & P Services, Inc.

**ARTICLE V
ADDITIONAL MEMBERS**

Pursuant to §608.4232, of the Act, additional members may be admitted as provided in the Operating Agreement, as amended from time to time.

Prepared by David A. Webster, Esq.
WEBSTER & PARTNERS, P.L.
1936 Lee Road, Suite 101
Winter Park, Florida 32789
Florida Bar # 291528

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**ARTICLE VI
CONTINUATION OF BUSINESS**

Pursuant to §608.441(1)(d), Florida Statutes, Company shall have the right to continue the Company's business upon the occurrence of any event that terminates this Company because there are no members.

**ARTICLE VII
MANAGEMENT OF THE COMPANY**

This Company will be managed by manager(s) appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. Such managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with such positions under corporate law. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that such managers shall hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

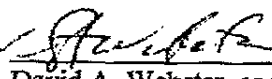
Jason B. Dane

President/Secretary/Treasurer

The address of the managers shall be as follows:

Powered-Up Kiteboarding, LLC
1401 Alden Road
Orlando, FL 32803

IN WITNESS WHEREOF, the undersigned, the authorized agent of a member of this Company, has executed these Articles of Organization on behalf of this Company in accordance with §608.408(1)(a) of the Act.


David A. Webster, as the authorized
representative of a member of the Company
Dated: 8 NOV 2002, 2002.

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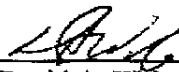
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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes (1999), as amended from time to time (the "Act"), the following is submitted:

Powered-Up Kiteboarding, LLC, desiring to organize or qualify under the laws of the State of Florida as a limited liability company pursuant to the Act, hereby designates **W & P Services, Inc.**, as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1936 Lee Road, Suite 101, Winter Park, Florida 32789.

DATED this 8th day of November, 2002.


David A. Webster, as the authorized
representative of a Member of the Company

Having been named as registered agent to accept service of process for the above named limited liability company, at the place designated in this certificate, I, on behalf of W & P Services, Inc., as its President, hereby agree to 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.

DATED this 5th day of November, 2002.

W & P Services, Inc.

By: 
David A. Webster, President

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