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FLORIDA/FOREIGN LIMITED LIABILITY CO.

solid ground, llc

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**ARTICLES OF ORGANIZATION  
OF  
SOLID GROUND, LLC**

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name:

The name of the limited liability company is SOLID GROUND, LLC (hereinafter referred to as the "Company").

2. Period of Duration.

Unless earlier terminated under the Operating Agreement, the period of duration of the Company shall be perpetual.

3. Purpose.

The purpose for which the Company is organized is to engage in the manufacture, distribution and sale of parts and accessories of the power sport industry, including, but not limited to, parts and accessories for motorcycles and any and all other business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address of Place of Business.

The mailing address and place of business for the Company is 10301 Northwest 50<sup>th</sup> Street, Suite 105, Sunrise, Florida, 33351. The address may be changed from time to time as provided in the Operating Agreement.

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5. Registered Agent.

The initial registered agent in Florida for the Company is DANIEL L. HENDERSON and the initial registered office is located at 10301 Northwest 50<sup>th</sup> Street, Suite 105, Sunrise, Florida, 33351.

6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. Members.

The Company initially shall have three members and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement. The three initial members are as follows:

- a. EPIC POWERSPORTS, INC., a Florida corporation
- b. EPOCH MANAGEMENT CONSULTING, INC., a Florida corporation
- c. SHEL INVESTMENTS, INC., a Florida corporation

8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

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9. Management.

The overall management and control of the business and affairs of the Company shall be vested in its members, as provided in these Articles of Organization and section 608.407 of the Act. A unanimous vote of all members shall be required in the management of the business affairs of the Company unless otherwise provided for in the Company's Operating Agreement and Regulations.

10. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

Executed at Fort Lauderdale, Florida, on 14<sup>TH</sup> day of MARCH, 2007.

SOLID GROUND, LLC  
a Florida limited liability company

INCORPORATOR

By: EPOCH MANAGEMENT CONSULTING,  
INC., Manager

  
CRAIG D. HUSTON, President

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