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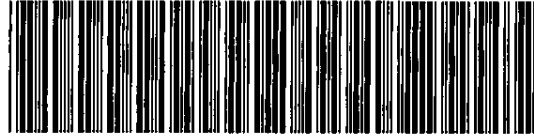
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TALLAHASSEE, FLORIDA

WAYNE R. COMPTON
ATTORNEY AT LAW

7436 LEM TURNER ROAD
JACKSONVILLE, FLORIDA 32208

TELEPHONE
(904) 765-7137
(904) 765-7171
FAX (904) 765-0044

April 27, 2007

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Northeast Florida Surf Shops, L.L.C.

Dear Sirs:

The enclosed Articles of Organization and fees are submitted for filing.

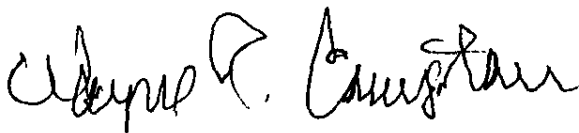
Please return all correspondence concerning this matter to:

Wayne R. Compton, Esquire
7436 Lem Turner Road
Jacksonville, Florida 32208

For further information concerning this matter, please call my office at (904)765-7137.

Enclosed is a check for \$155.00 for the Filing fee and a Certified Copy.

Respectfully,



Wayne R. Compton

WRC:lkh
Enclosures

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ARTICLES OF ORGANIZATION

OF

NORTHEAST FLORIDA SURF SHOPS, L.L.C.

We, the undersigned, certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

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ARTICLE I.

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be NORTHEAST FLORIDA SURF SHOPS, L.L.C., and its principal office shall be located at 10030 Heckscher Drive, Jacksonville, Duval County, Florida 32226, but it shall have the power and authority to establish branch offices at any other place or places as the members, may designate.

ARTICLE II.

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have an exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, form, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise

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for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes of the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inferences from the terms of any other clause. They shall be regarded as independent purposes and powers.

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Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. this Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited

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ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF DUVAL

Pursuant to the provisions of Sections 608.507 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company is identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Northeast Florida Surfshops, L.L.C.

The name of the registered agent for Northeast Florida Surfshops, L.L.C. is Deborah Kirkpatrick and the street address of the company's principal office where the agent is located is 10030 Heckscher Drive, Jacksonville, Duval County, Florida 32226.

This statement is to acknowledge that, as indicated above, Northeast Florida Surf Shops, L.L.C. .C. has appointed me, Deborah Kirkpatrick, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 17th day of April, 2007.


Deborah Kirkpatrick

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The foregoing instrument was acknowledged before me this
17th day of April, 2007 by Deborah Kirkpatrick, agent on behalf
of Northeast Florida Surf Shops, L.L.C., a limited liability
company. She is personally known to me or has produced FL
DL #K621-175-53-947-0 as identification.

Linda K. Hancock
Notary Public

State of Florida at Large
My Commission Expires:



Linda K. Hancock
Commission # DD430579
Expires May 17, 2009
Bonded Troy Pain - Insurance, Inc. 800-369-7019

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liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE V.
DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VI.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 10030 Heckscher Drive, Jacksonville, Duval County, Florida 32226, and the name of the company's initial registered agent at that address is Deborah Kirkpatrick.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Northeast Florida Surf Shops, L.L.C.

IN WITNESS WHEREOF, I have executed these Articles of Organization in duplicate this 17th day of April, 2007.

WITNESS:

Wayne R. Crompton

James Rodgers
JAMES RODGERS

Linda K Hancock

Deborah Kirkpatrick
DEBORAH KIRKPATRICK

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STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, duly authorized by law to administer oaths and take acknowledgments, personally appeared James Rodgers and Deborah Kirkpatrick, to me well known to be the persons described in or who produced the following identification FL DL# R326-452-52-460-0 and FL DL# K621-125-53-947-0 who executed the foregoing Articles of Organization and before me, acknowledged their signatures and to free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal at Jacksonville, Duval County, Florida, this 17th day of April, 2007.

Linda K. Hancock

Notary Public
State of Florida at Large
My Commission Expires:



Linda K. Hancock
Commission # DD430579
Expires May 17, 2009
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TALLAHASSEE, FLORIDA

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