

Division of Corporations

Page 1 of 1

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TALLAHASSEE, FLORIDA**FLORIDA LIMITED LIABILITY CO.**
SmartBoat, LLC

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H10000237031 3

Articles of Organization of

SMARTBOAT, LLC

a Florida limited liability company

The undersigned organizer(s) for the purpose of forming a limited liability company under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be:

SMARTBOAT, LLC

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the limited liability company shall be:

17656 Foxwood Way
BOCA RATON, FL 33487

Filer:
GM Financial Group Limited, Inc.
c/o Barbara KLupt
1166 W. Newport Center Drive
Suite 211
Deerfield Beach, FL 33442
(954) 428-8899
(954) 428-6699 Fax

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ARTICLE III - Registered Agent

The name and address of registered agent is:

SHERRIE FRIELING
17656 Foxwood Way
BOCA RATON, FL 33487

Having been named as registered agent and to accept service of process for the above 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 as provided for in Chapter 608, F.S.

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title: Name and Address:

"MGR" = Manager

"MGRM" = Managing Member

"MGRM'S" SHERRIE FRIELING, 17656 Foxwood Way, BOCA RATON, FL 33487 25%
LEONARD FRIELING, 702 Sedge Way, Lafayette, CO 80026 25%

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ARTICLE V - AMENDMENTS

The limited liability company reserves the right to amend, alter, change, or repeal any provision in these Articles of Organization, or in any amendment hereto, or to add any provision to these Articles of Organization or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon manager(s) in these Articles or any amendment hereto are granted subject to this reservation.

H10000237031 3

H10000237031 3

ARTICLE VI - PURPOSES

Business Purpose: Any and all legal business

ARTICLE VI - POWERS OF LIMITED LIABILITY COMPANY

The Limited Liability Company shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Organization.

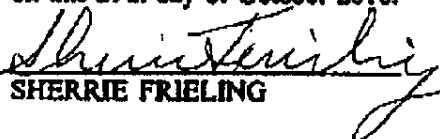
ARTICLE VII - TERM OF EXISTENCE

This limited liability company shall have perpetual existence.

ARTICLE VII - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

THE UNDERSIGNED Manager(s), for the purpose of forming a limited liability company under the laws of the State of Florida, has executed these Articles of Organization on this 29th day of October 2010.


SHERRIE FRIELING


LEONARD FRIELING

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 608.407, Florida Statutes, the undersigned limited liability company organized under the laws of the State of Florida, 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:

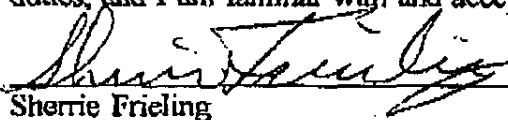
SmartBoat, LLC

2. The registered agent and office is:

SHERRIE FRIELING
17656 Foxwood Way
BOCA RATON, FL 33487

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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 accepted 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.


Sherrie Frieling

10/29/10
Date

H10000237031 3