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Barry E. Hughes

TELEPHONE
(386) 788-9667

ATTORNEY AT LAW
900 BIG TREE ROAD
SOUTH DAYTONA, FLORIDA 32119

FACSIMILE
(386) 322-2564

E-MAIL ADDRESS: barry@barryhugheslaw.com

April 11, 2011

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

Re: ncouter surfboards, LLC

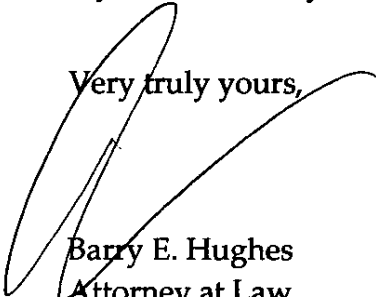
Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Organization of ncouter surfboards, LLC, to be registered as a Florida limited liability company.

Please issue the certificate of a new limited liability company and return the same to my office together with a certified copy of the Articles. I have enclosed a check in the sum of \$160.00 which represents a filing fee of \$125.00, \$30.00 for a certified copy, and \$5.00 for a certificate of status.

If you have any questions or require further information, please do not hesitate to contact my office. Thank you for your assistance in this matter.

Very truly yours,



Barry E. Hughes
Attorney at Law

BEH/ck
enclosures

ARTICLES OF ORGANIZATION
OF
ncounter surfboards, LLC

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The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, hereby adopts the following Articles of Organization.

ARTICLE I

The name of this limited liability company is ncounter surfboards, LLC with its principal office located at 656 Needlerush Road, Port Orange, Florida, 32127.

ARTICLE II

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

ARTICLE III

The general nature of the business to be transacted by this limited liability company is as follows:

(a). To transact any and all lawful business for which companies may be organized under the laws of the State of Florida.

(b). To purchase, take, receive, lease, sub-lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with securities, investment funds, mutual funds, limited partnerships, general partnerships, stocks and bonds together with any other investment opportunity or any interest therein, wherever situated.

(c). To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or part of its property and assets.

(d). To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the limited liability company may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of

all or any of its property, franchises and income.

(e). To lend money for its business purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(f). To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(g). To make distribution for the public welfare or for other charitable, scientific or educational purposes.

(h). To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any and all of its directors and officers.

(i). To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

(j). To have, exercise and enjoy all of the rights and privileges of limited liability companies for profit as conferred by the laws of the State of Florida, it being expressly provided that the enumeration of the specific powers and purposes shall not be held to limit or restrict in any manner the general powers of the company.

ARTICLE IV

The mailing address of the principal office of this company is 656 Needlerush Road, Port Orange, Florida, 32127, and the name of the registered agent of this of this company is Ryan Clements whose address is 656 Needlerush Road, Port Orange, Florida, 32127.

ARTICLE V

This limited liability company shall be managed by two (2) managers. The names and addresses of the managers who shall serve until the first annual meeting of the members or until their successors are appointed and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Ryan Clements	656 Needlerush Road Port Orange, FL 32127
Adam McCormack	671 Tumblebrook Drive Port Orange, FL 32127

ARTICLE VI

The name and address of the person executing these Articles of Organization on behalf of the managing members and who has been authorized to execute these Articles of Organization by the members is:

<u>NAME</u>	<u>ADDRESS</u>
Ryan Clements	656 Needlerush Road Port Orange, FL 32127

ARTICLE VII

Members of the company may participate in regular and special meetings of the Board of Members by means of conference telephone as provided by law.

ARTICLE VIII

This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment hereto in the manner provided by law and any right conferred upon the shareholders is subject to this reservation. Every amendment shall be approved by the holder or holders of a majority of the members entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Organization this 7th day of April, 2011.

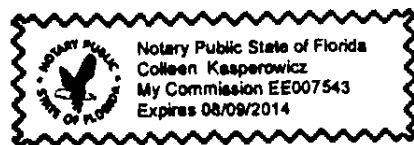

 RYAN CLEMENTS

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared RYAN CLEMENTS known to me personally or who produced Florida Public License as identification and who executed the foregoing Articles of Organization, and who acknowledged before me that he executed the Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county last aforesaid this 7th day of April, 2011.

Colleen Kasperowicz
Notary Public,
My Commission Expires:



Pursuant to Chapter 608.415 as amended, of the Florida Statutes, the undersigned individual designated as Registered Agent in the Articles of Organization for ncounter surfboards, LLC, with an office located at 656 Needlerush Road, Port Orange, Florida, 32127, therefore to act as Registered Agent and is familiar with and accepts the obligations imposed pursuant to the provisions of said statute.

Ryan Clements
RYAN CLEMENTS

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