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**FLORIDA LIMITED LIABILITY CO.**  
white water usa, llc.

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ARTICLES OF ORGANIZATION  
OF  
WHITE WATER USA, LLC.

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The undersigned, being a duly authorized representative of a manager, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I  
NAME

The name of the limited liability company is **White Water USA, LLC.** (the "Company").

ARTICLE II  
ADDRESS

The principal office and mailing address of the Company is as follows: **234 NE 34TH Street, Miami Florida 33137**

ARTICLE III  
REGISTERED AGENT AND OFFICE

The Company designates **234 NE 34TH Street, Miami Florida 33137** as the street address of the initial registered office of the Company and names **Javier Cierco**, as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV  
MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Managers, who shall serve in such capacity until his successor is duly elected and qualified, shall be:

**Javier Cierco / Manager Member**  
**Guillermo Ancira / Manager Member**

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**ARTICLE V**  
**DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

**ARTICLE VI**  
**PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under laws of the United States and the State of Florida.

**ARTICLE VII**  
**ADDITIONAL MANAGERS**

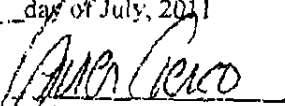
Additional Managers may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Manager, in the manner set forth in the Operating Agreement of the Company.

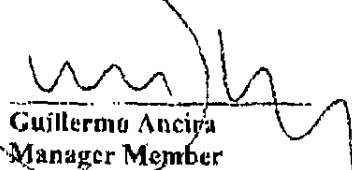
**ARTICLE VIII**  
**OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Managers of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this

\_\_\_\_ day of July, 2011

  
Xavier Cierco  
Manager Member

  
Guillermo Ancira  
Manager Member

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### ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for **White Water USA, LLC** to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this \_\_\_\_ day of July, 2011.

**White Water USA, LLC**

By: \_\_\_\_\_

**Javier Cierco**  
Registered Agent.

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