

L960000000331



FILED

96 MAR 22 AM 11:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 891831 10066A

AUTHORIZATION :

COST LIMIT : \$ FPD

ORDER DATE : March 22, 1996

ORDER TIME : 9:54 AM

ORDER NO. : 891831

CUSTOMER NO: 10066A

CUSTOMER: Robert George Willman, Esq
ROBERT GEORGE WILLMAN, P. A.

Suite 305
240 North Washington Boulevard
Sarasota, FL 34236

700001766007
-04/02/96--01031--005
****285.00 ****285.00

DOMESTIC FILING

NAME: NOOSCOPIC, LIMITED COMPANY

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
☒ LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
☒ PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS: _____

RECEIVED
96 MAR 22 AM 11:22
DIVISION OF CORPORATION

KATHY H. MAR 26 1996

ARTICLES OF ORGANIZATION OF
NOOSCOPIC, LIMITED COMPANY

FILED

96 MAR 22 AM 11:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the limited liability company ("Company") is NOOSCOPIC, Limited Company.

ARTICLE II
ADDRESS

The mailing and street address of the Company's principal office is 1342 Central Avenue, Sarasota, FL 34236.

ARTICLE III
DURATION

The period of duration for the Company is FIFTY years, beginning on the date these Articles of Organization are filed by the Florida Department of State or until the unanimous written agreement of the voting members, as defined in the Company's regulations, to dissolve the Company, or until the death, retirement, insanity, resignation, expulsion, or dissolution of a voting member, whichever is earliest. The remaining members of the Company have the right to continue the business on the death, retirement, insanity, resignation, expulsion, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

ARTICLE IV
REGISTERED AGENT AND OFFICE

The name of Company's initial registered agent in Florida is Martin Haggblom-Payne. The address of Company's registered office in Florida is 1342 Central Ave., Sarasota, FL 34236.

ARTICLE V
MANAGEMENT

The company is to be managed by one or more members, as defined and designated in the Company's regulations. The initial managing member is identified as follows: Martin Haggblom-Payne, whose address is 1342 Central Ave., Sarasota, FL 34236.

ARTICLE VI
ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII
ADDITIONAL PROVISIONS

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in one of the initial members: MARTIN HAGGBLOM-PAYNE.

ARTICLE VII
"TRANSFER AND ASSIGNMENT OF MEMBERS' INTEREST"

No member may assign, convey, sell, encumber or in any way alienate all or any part of his, her or its interest in the Company as a member without the prior written consent of all the other members, which consent may be given or withheld, conditioned or delayed, as the remaining members may determine in their sole discretion. Any transfers which would result in the Company being taxed as a corporation or result in the termination of the Company for Federal or State tax purposes shall be voidable by the majority vote of the member(s). Transfers in violation of this section shall be void and of no effect to, on or against the Company, any member, any creditor of the Company or any claimant against the Company.

The assignee of a share in the Company has no right to vote or to participate in the management of the business and affairs of the Company or to become a member, voting or otherwise. The assignee is only entitled to receive distributions and to be allocated the Net Profits and Net Losses attributable to the shares or interest transferred to the assignee.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 19th day of March, 1996, at Sarasota, Florida.


MARTIN HAGGBLOM-PAYNE, member

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of NOOSCOPIC, Limited Company deposes and says:

- (1) The above named limited liability company has at least two members.
- (2) The total amount of cash contributed by the members is \$10.00.
- (3) If any, the agreed value of property other than cash contributed by members is \$20,000. A description of the property is as follows:

5000 shares of Florida Skateboard, Inc., A Florida Corporation

- (4) The total amount of cash or property anticipated to be contributed by members is \$20,010.00. This total includes amounts from (2) and (3) above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.


MARTIN HAGGBLOM-PAYNE, member

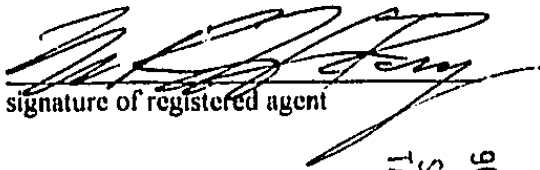
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company 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 NOOSCOPIC, Limited Company.
- (2) The name and address of the registered agent and office is: Martin Haggblom-Payne, whose address is 1342 Central Ave., Sarasota, FL 34236.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: 3-19-96


signature of registered agent

FILED
96 MAR 22 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA