

L 00000000 1278

ST. LOUIS & MARINE, P.A.  
ATTORNEYS AT LAW  
THE COLONADE SUITE 710  
2333 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 444-7344  
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January 25, 2000

Florida Department of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

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-01/26/00--01033--011  
\*\*\*\*160.00 \*\*\*\*160.00

Re: Biscayne Island Charter, L.L.C.

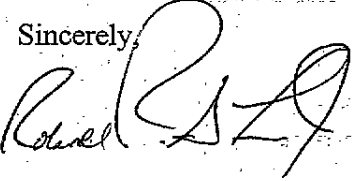
W-2718  
L-1278

To Whom It May Concern:

Enclosed herein are the Articles of Organization for the above captioned limited liability company. I am hereby requesting a certified copy and certificate of status for the Articles of Organization. Also enclosed is my check no. 4843, in the amount of \$160.00, made payable to the Florida Department of State, to cover the fees for filing (\$125), certified copy (\$30) and certificate of status (\$5).

Please forward the certified copy to me in the enclosed self-address envelope.

If you have any questions, please call me.

Sincerely,  


Roland R. St. Louis, Jr.

FILED  
00 JAN 26 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

BACKDATE/  
EFF  
DATE

RSL/jlr  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 31, 2000

ROLAND R. ST. LOUIS, JR.  
ST. LOUIS & MARTINEZ, P.A.  
2333 PONCE DE LEON BOULEVARD, SUITE 710  
CORAL GABLES, FL 33134

SUBJECT: BISCAYNE ISLAND CHARTER, L.L.C.  
Ref. Number: W00000002718

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00 JAN 26 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We have received your document for BISCAYNE ISLAND CHARTER, L.L.C. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 200A00004555

BACKDATE /  
EFF.  
DATE



St. LOUIS & MARTINEZ, P.A.

ATTORNEYS AT LAW

THE COLONNADE, SUITE 710

2333 PONCE DE LEON BOULEVARD

CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 444-7344

FACSIMILE (305) 444-7446

February 2, 2000

Mr. Lee Rivers  
Florida Department of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

FILED  
00 JAN 26 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Re: Biscayne Island Charter, L.L.C.

Dear Mr. Rivers:

Enclosed will you find the corrected Articles of Organization for the above captioned limited liability company. Per your conversation with my assistant Jenifer Rudasill, please backdate the effective date to January 25<sup>th</sup>, 2000.

If you have any questions, please do not hesitate to call me.

Sincerely,

Roland R. St. Louis, Jr.

RSL/jlr  
Enclosures

**ARTICLES OF ORGANIZATION**  
**OF**  
**BISCAYNE ISLAND CHARTER, L.L.C**

ARTICLE I - NAME

The name of this limited liability company is Biscayne Island Charter, L.L.C.

ARTICLE II – PURPOSES AND POWERS

This limited liability company is authorized to transact any business and engage in any activities permitted by the laws of the United States and the State of Florida from time to time for a limited liability company, including, but not limited to, the ownership, operation, financing, leasing and/or sale of one or more yachts.

ARTICLE III – PROFITS AND LOSSES

Profits and losses of this limited liability company shall be allocated to members as provided in regulations adopted and as may be amended from time to time by the members (the “Regulations”).

ARTICLE IV - DURATION

This limited liability company shall continue perpetually, unless earlier dissolved in a manner provided by law or pursuant to the Regulations.

ARTICLE V – PRINCIPAL PLACE OF BUSINESS

The principal office and mailing address of this limited liability company is 772 Ridgewood Road, Key Biscayne, Florida 33149.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE VI – MANAGEMENT

Management of this limited liability company is reserved to its members, a committee of which shall serve as the managers (the “Board of Managers”) pursuant to the Regulations until the first annual meeting of members or until their successors are duly elected and qualified. The name and address of the initial Board of Managers are as follows:

<u>Name</u>	<u>Address</u>
D. John Devaney	772 Ridgewood Road Key Biscayne, Florida 33149
Dorothy Devaney	772 Ridgewood Road Key Biscayne, Florida 33149

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 TALLAHASSEE FLORIDA

ARTICLE VII – INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this limited liability company is The Colonnade, Suite 710, 2333 Ponce de Leon Boulevard, Coral Gables, Florida 33134, and the name of its initial registered agent at such address is Roland R. St. Louis, Jr., who upon accepting this designation agrees to comply with the provisions of Chapters 608 and 48, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VIII – RESTRICTIONS ON MEMBERSHIP

New members of this limited liability company shall be admitted only upon the approval of a majority of the existing membership interests. Contributions required of new members shall be determined as of the time of admission to this limited liability company.

A member’s interest in this limited liability company may not be sold or otherwise

transferred except with the consent of a majority of the non-transferring membership interests in this limited liability company.

“Membership interest” for purposes of these Articles of Organization shall be determined as provided in the Regulations of this limited liability company.

ARTICLE IX – CONTINUATION OF THE BUSINESS

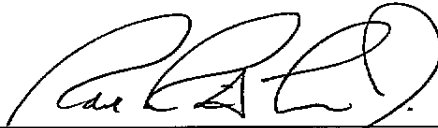
Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in this limited liability company, the remaining members shall have the right to continue the business if and only if within 90 days after such occurrence, this limited liability company receives the consent of a majority of the remaining membership interests to continue in existence.

ARTICLE X – AMENDMENT

These Articles of Organization may be amended only by the affirmative consent of a majority of the membership interests in this limited liability company.

ARTICLE XI – EFFECTIVE DATE

The effective date of these Articles of Organization is January 25, 2000.



\_\_\_\_\_  
Roland R. St. Louis, Jr., as authorized representative of  
of each of the members of Biscayne Island Charter, L.L.C.

Executed this 25<sup>th</sup> day of January, 2000.

**FILED**  
00 JAN 26 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

Having been named to accept service of process for Biscayne Island Charter, L.L.C., at the place designated in the Articles of Organization, Roland R. St. Louis, Jr., agrees to act in this capacity, agrees to comply with the provisions of Section 608.415 and Chapter 48, Florida Statutes, and all other statutes relating to the proper and complete performance of his duties, is familiar with and accepts the obligations of the position of registered agent, including but not limited to keeping open such office, at the following street address:

Roland R. St. Louis, Jr., Esq.  
St. Louis & Martinez, P.A.  
The Colonnade, Suite 710  
2333 Ponce de Leon Boulevard  
Coral Gables, Florida 33134

Date: January 25, 2000.

  
ROLAND R. ST. LOUIS, JR.

**FILED**  
00 JAN 26 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA