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LIMITED LIABILITY COMPANY

ABACO BOAT, L.L.C.

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01 NOV 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
ABACO BOAT, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I – NAME

The name of the limited liability company shall be ABACO BOAT, L.L.C. ("Company").

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Company shall be 9395 Prosperity Farms Road, North Palm Beach, FL 33403.

ARTICLE III – DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the company is earlier dissolved as provided in the Company's Operating Agreement ("Operating Agreement").

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Ronald Laycock, 9395 Prosperity Farms Road, North Palm Beach, FL 33403.

ARTICLE V – CAPITAL CONTRIBUTIONS

Each member shall not be required to make any cash contributions to the Company, except pursuant to the Operating Agreement.

ARTICLE VI – ADMISSION OF NEW MEMBERS

Except as otherwise set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company. A member may transfer his or her interest in the Company as set forth in the Operating Agreement.

ARTICLE VII – TERMINATION OF EXISTENCE

So long as the Company continues to have at least one (1) remaining Member, the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Member or the occurrence of any other event that terminates the continued membership of any Member shall not cause the Company to be dissolved, and, upon the occurrence of any such event, the Company shall be continued without dissolution.

ARTICLE VIII – MANAGEMENT

The Company shall be managed by members in accordance with Operating Agreement. The Operating Agreement may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned member, hereby executes these Articles of Organization on this 15th day of November, 2001.

Ronald Laycock

Ronald Laycock

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to and subscribed before me this 15th day of November, 2001, by Ronald Laycock, member. He is personally known to me.

Renee Ann Winslow

Notary Public
(Notary Seal)

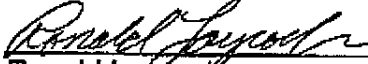


Renee Ann Winslow
MY COMMISSION # CC738947 EXPIRES
August 23, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

01 NOV 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF ORGANIZATION**

The undersigned, being the person named in the Articles of Organization of Abaco Boats, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and hereby agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.




Ronald Laycock

01 NOV 15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to and subscribed before me this 15 day of November, 2001, by Ronald Laycock. He is personally known to me.



Notary Public
(Notary Seal)



Renee Ann Winslow
MY COMMISSION # OC938947 EXPIRES
August 23, 2004
RENDER THIRD TRUST FARM INSURANCE, INC.