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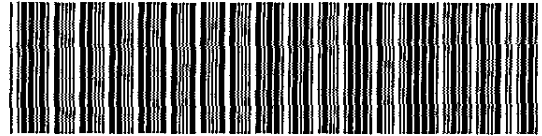
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SALTY BOATS LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

RACHEL GATES
(Name of Person)

(Firm/Company)

54 N DIXIE HWY#2
(Address)

STUART, FL 34994
(City/State and Zip Code)

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For further information concerning this matter, please call:

Rachel Gates at (772) 692-8460
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

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

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF ORGANIZATION

OF

SALTY BOATS LLC

In accordance with the provisions of the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, (the "Act") the undersigned, sole organizer of a Florida limited liability company, and an authorized representative of a Member of the Company hereby certifies as follows:

ARTICLE I -- NAME

The name of the limited liability company is **SALTY BOATS LLC** (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company in the State of Florida is

**54 N Dixie Highway #2
Stuart, FL 34994.**

ARTICLE III -- REGISTERED AGENT & OFFICE

The name and address of the Company's registered agent is

**Rachel Gates
54 N Dixie Hwy #2
Stuart, FL 34994**

Company may designate another registered agent at any time.

ARTICLE IV -- MANAGEMENT

The Company shall be managed by a Board of Directors and officers elected by the Board of Directors all as provided in the Limited Liability Company Operating Agreement of the Members. This Company is not managed by one or more managers and is therefore not a manager-managed company. The Directors are as follow:

**Peter Schmidt
15 Heritage Way
Stuart, FL 34996**

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Michael G Ferris
11402 Dolphin Lane
N Palm Beach, FL 33408

Paul MacCormack
8729 Tompson Point Road
Port Saint Lucie, Fl 34986

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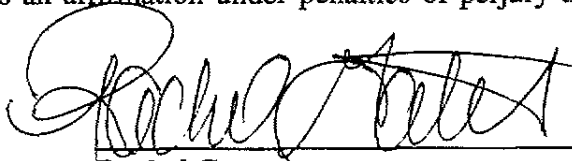
ARTICLE V -- OWNERSHIP

Ownership interests in the Company by its Members shall be held in Shares which shall be evidenced by certificates signed by the president or any vice-president of the Company and by the secretary or any assistant-secretary of the Company. Transfers of Shares are restricted by the terms of the Limited Liability Company Operating Agreement among the Members of the Company.

ARTICLE VI -- AGREEMENT

The management, operation and ownership of the Company shall be governed by a Limited Liability Company Operating Agreement, the power to adopt, alter amend or repeal which shall be vested in the Members of the Company.

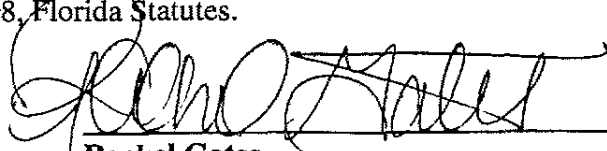
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 27 day of February, 2006, and, in accordance with section 608.408, Florida Statutes, acknowledges that this document constitutes an affirmation under penalties of perjury that the facts stated herein are true and correct.



Rachel Gates

ACCEPTANCY BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the foregoing Articles of Organization, I hereby accept the appointment as registered agent and agree to act in that 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 as provided for in Chapter 608, Florida Statutes.



Rachel Gates