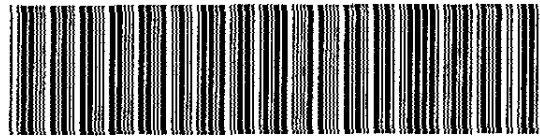


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Southern Comfort, LLC
P.O. Box 173
Palm Bch, FL 33480-0173



400027283644

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Southern Comfort LLC (Name of foreign limited liability company)

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. 81.0617754 (FEI number, if applicable)

4. JUNE 16, 2003 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. JUNE 20, 2003 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. Palm Beach Yacht Club 800 N. Flagler Drive, West Palm Bch, Florida 33401 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here [X]

9. The name and usual business addresses of the managing members or managers are as follows: Capt. Chris Zasky P.O. Box 173 Palm Bch Florida 33480 Capt Mike James Heetzberg 800 N. Flagler Drive West Palm Bch, Florida 33401

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Sportfishing Charters

Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) Chris Zasky Typed or printed name of signee

FILED 04 JAN 20 AM 10:05 SECRETARY OF STATE TALLAHASSEE, FLORIDA

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Southern Comfort LLC

2. The name and the Florida street address of the registered agent and office are:

Christophe Zasky
(Name)

800 North Flagler Drive

Florida street address (P.O. Box **NOT** ACCEPTABLE)

West Palm Beach, Florida 33401

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated 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 as provided for in Chapter 608, F.S.

Chris Zasky
(Signature)

~~\$ 100.00~~

Filing Fee for Application

~~\$ 25.00~~

Designation of Registered Agent

\$ 30.00

Certified Copy (optional)

\$ 5.00

Certificate of Status (optional)

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TALLAHASSEE, FLORIDA

Delaware

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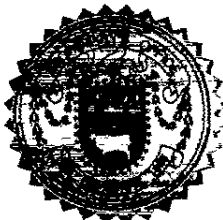
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHERN COMFORT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF NOVEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SOUTHERN COMFORT, LLC" WAS FORMED ON THE SIXTEENTH DAY OF JUNE, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3670194 8300

AUTHENTICATION: 2729572

030708039

DATE: 11-04-03