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January 21, 2000

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-01/24/00--01137--009  
\*\*\*160.00 \*\*\*160.00

RE: CLARK YACHT COMPRESSORS, L.L.C.

Dear Sir:

Enclosed is an original and one copy of Articles of Organization for the above-captioned limited liability corporation. Please file the original Articles and return to me a certified copy, together with a Certificate Under Seal, in the stamped return envelope I have provided.

My check is enclosed as follows:

\$125.00	Filing fee/registered agent designation
30.00	Certified copy
5.00	Certificate of Status

Thank you for your consideration.

Sincerely,

SHERMAN LAW OFFICES, CHARTERED

By:   
Kim Douglas Sherman, Esq.

FILED  
JAN 24 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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encls.

cc: GREG MOONEY, G.M.

**ARTICLES OF ORGANIZATION  
OF  
CLARK YACHT COMPRESSORS, L.L.C.**

**ARTICLE I**

The name of this Limited Liability Company is: **CLARK YACHT COMPRESSORS,  
L.L.C.**

**ARTICLE II**

This Limited Liability Company shall have perpetual existence.

**ARTICLE III**

This Limited Liability Company is created for the purpose of engaging the business of manufacturing compressors for nautical uses, and in such other related business as may be agreed on by the Members. This Limited Liability Company shall have all powers granted to a Limited Liability Company by law.

**ARTICLE IV**

The mailing address and street address of the principal office of this Limited Liability Company shall be:

**205 S.W. 16<sup>TH</sup> COURT  
Fort Lauderdale, FL 33315**

This Limited Liability Company may have such other place or places of business as the Members from time to time may determine.

The name and address of the initial Registered Agent of this Limited Liability Company is:

**SEAN DOOLEY**  
**1414 South Andrews Avenue**  
**Fort Lauderdale, FL 33316.**

#### **ARTICLE V**

This Limited Liability Company will be managed by one Manager who shall serve as Managers until the first annual meeting of the members or until his successor is elected and qualifies. The name and address of the Manager is:

**GREG MOONEY**  
**1412 South Andrews Avenue**  
**Fort Lauderdale, FL 33316**

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TALLAHASSEE, FLORIDA

#### **ARTICLE VI**

The business and affairs of this Limited Liability Company will be regulated pursuant to an Operating Agreement among the Members of this Limited Liability Company.

#### **ARTICLE VII**

These Articles of Organization may be amended in the manner provided by law except that any such amendment must be approved by Members with an aggregate ownership of at least fifty-one percent of the capital interests of the Company.

## ARTICLE VIII

Each Member and Manager or former Member or Manager of this Limited Liability Company, or any person who may have served at the request of this Limited Liability Company as a Manager or agent of another company in which this Limited Liability owns an interest or of which it is a creditor (including in each case their respective executors and administrators), shall be indemnified by this Limited Liability Company against liabilities, fines, penalties, and claims imposed upon or asserted against him (including amount paid in settlement) by reason of having been such a Member or Manager or agent, whether or not then continuing so to be, and against all expenses (including counsel fees) reasonably incurred by him in connection therewith, except in relation to matters as to which he shall have been fully adjudged by a court of competent jurisdiction to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of his duty as such Member or Manager or agent. In the event of a settlement, the indemnification shall be made only upon approval by the court having jurisdiction or upon determination by the Members that such settlement was (or, if still to be made, is) in the best interests of this Limited Liability Company. The right or indemnification hereby provided shall be in addition to any other rights to which any Member or Manager or agent may be entitled.

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TALLAHASSEE, FLORIDA

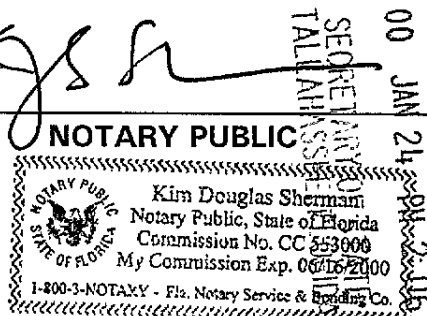
IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE  
ARTICLES OF ORGANIZATION THIS 21 DAY OF January, 2000.

**CLARK YACHT COMPRESSORS, L.L.C.**  
**By: NAUTILUS UNDERWATER SYSTEMS, L.L.C.,**  
**ITS SOLE INITIAL MEMBER**

By:   
**GREG MOONEY, General Manager**

Before me personally appeared **GREG MOONEY**, known to me to be the  
person who executed the foregoing Articles of Organization.

**My Commission Expires:**



**REGISTERED AGENT ACCEPTANCE**

Having been named as Registered Agent, I, **SEAN DOOLEY**, hereby state that  
I am familiar with and accept the duties, responsibilities and obligations as Registered  
Agent of **CLARK YACHT COMPRESSORS, L.L.C.**

  
**SEAN DOOLEY**