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CORAL GABLES, FL 33134 - (305) 445-2700

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Examiner's Initials

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

May 16, 2000

SPIEGEL & UTRERA, P.A.

SUBJECT: YACHT ONE SERVICES LLC Ref. Number: W00000012689

We have received your document for YACHT ONE SERVICES LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

The registered agent must sign accepting the designation.

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: 700A00027376



Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida S2314

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ARTICLES OF ORGANIZATION

OF

YACHT ONE SERVICES GROUP LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be YACHT ONE SERVICES GROUP LLC, ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 1475 Southeast 15th Street, Unit #110, Fort Lauderdale, Florida 33316 and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

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ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in yacht management services and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



343 Almeria Avenue Coral Gables, FL 33134 - (305) 445-2700 - (800) 603-3900 - Facsimile (305) 447-8900 Mailing Address - Post Office Box 144479, Coral Gables, FL 33114-4479

ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Spiegel & Utrera, P.A., at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Company is Spiegel & Utrera, P.A., 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 7 - MANAGEMENT

The Managers of the Company shall be:

Operating Manager:

William L. Thomson

Secretary:

William L. Thomson

Treasurer:

William L. Thomson

whose addresses shall be the same as the mailing address of the Company.

ARTICLE 8 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 9 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of the remaining members, provided there are at least one remaining member.



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YACHT ONE SERVICES GROUP LLC
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ARTICLE 10 - MEMBERS

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are:

Thompco Enterprises, Inc. an Ontario, Canada Corporation 276 Victoria Avenue Windsor, Ontario N8X1N7 Thomson Family Management LTD. an Ontario, Canada Corporation 1276 Victoria Avenue Windsor, Ontario N8X1N7

IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Coral Gables, Florida, for the foregoing uses and purposes, this May 17, 2000.

Elsie Sanchez, Authorized Representative of the Members



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF ORGANIZATION

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Spiegel & Utrera, P.A.

By:

Natal trera, Vice President

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