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MIAMI, FLORIDA 33133

May 26, 2000

Secretary of State-
Division of Corporations
ATTN: New Filings
409 East Gaines Street
Tallahassee, Florida 32399

500003272365--7
-05/31/00--01077--001
****285.00 ****125.00

RE: FLY-N-FISH YACHT CHARTERS AND SALES, L.C.

Dear Sirs:

Enclosed for filing are fully executed duplicate originals of the Articles of Organization, Affidavit of Membership and Contributions, and Acceptance of Registered Agent, for the above referenced Limited Liability Company.

Also enclosed is a check in the amount of \$285.00 to cover the cost of filing of the Articles (\$250.00) and the Acceptance (\$35.00).

If the Articles and accompanying documents meet with your approval, please file them and return a filed copy to the undersigned.

Thank you for your anticipated cooperation.

Sincerely,



Carl Hanson

CH/csb
Enclosure(s)

L00-6402

Name	202
Availability	
Document	
Fee	
Receipt	
W. P. Verifier	

ARTICLES OF ORGANIZATION
OF
FLY-N-FISH YACHT CHARTERS AND SALES, 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 makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be FLY-N-FISH YACHT CHARTERS AND SALES, L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 19390 S. W. 232nd Street, Miami, Florida, 33170.

ARTICLE III - PURPOSE

The company is organized for purposes as authorized by Chapter 608 of the Florida Statutes and these articles of organization.

ARTICLE IV - 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 these articles of organization.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is James F. Wyatt, 19390 S. W. 232nd Street, Miami, Florida, 33170.

ARTICLE VI - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in the Affidavit of Membership and Contributions attached hereto.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VIII - PROFITS AND LOSSES

Net profits and net losses shall be allocated to the members of the company proportionally in relation to the total capital contribution of each such member.

ARTICLE IX - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. 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 members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

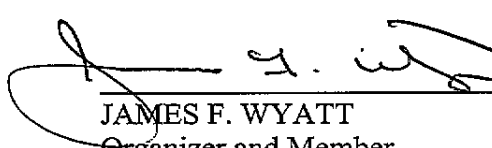
ARTICLE X - TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on 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 all the remaining members, provided there are at least two remaining members.

ARTICLE XI - MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members 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 initial manager of the company is James F. Wyatt, 19390 S. W. 232nd Street, Miami, Florida, 33170.

IN WITNESS WHEREOF, the undersigned organizer has made
and subscribed these articles of organization at Homestead, Florida, on this 30 day of May, 2000.


JAMES F. WYATT
Organizer and Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I **HEREBY CERTIFY** that on this 30 day of May, 2000, personally appeared:
JAMES F. WYATT, who is personally known to me or who has produced a copy of his State
Driver's License as identification and who did take an oath, as being the person described in and who
executed the foregoing instrument and acknowledged before me that he executed the same of his
own free will.

My Commission Number:
My Commission Expires:



Tammy Pearce

My Commission CC849850
Expires June 27, 2003

Tammy Pearce

NOTARY PUBLIC, STATE OF FLORIDA

TAMMY PEARCE

Printed Name of Notary Public:


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of FLY-N-FISH YACHT CHARTERS AND SALES, 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 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 duties, and is familiar with and accepts the obligations of the position of registered agent.



JAMES F. WYATT
Registered Agent

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TALLAHASSEE, FLORIDA