

7/6/00 4:33 PM



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

FILED  
00 JUL -7 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 7, 2000

RAYMOND PALMER

SUBJECT: ADERGY, L.L.C.  
REF: W00000017148

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6020.

Tammi Cline  
Document Specialist

FAX Aud. #: H00000035686  
Letter Number: 500A00037706

ARTICLES OF ORGANIZATION OF ADERGY L.L.C.

ARTICLE I  
NAME

The name of the limited liability company shall be ADERGY, L.L.C.

ARTICLE II  
PRINCIPAL PLACE OF BUSINESS

The mailing address and principal place of business shall be 913 Gulf Breeze Parkway, Suite 41, Gulf Breeze, FL 32561.

ARTICLE III  
DURATION

This limited liability company shall exist perpetually.

ARTICLE IV  
MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

John Greenfield 913 Gulf Breeze Parkway, Suite 41  
Gulf Breeze, FL 32561

Raymond Palmer 913 Gulf Breeze Parkway, Suite 41  
Gulf Breeze, FL 32561

ARTICLE V  
RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

ARTICLE IV  
PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

John Greenfield 51%  
Raymond Palmer 49%

The distributive share of the profits shall be determined and paid to the members at least quarterly.

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(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

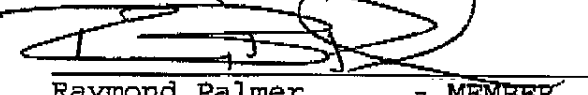
ARTICLE IV  
Designation of Registered Agent

The name and address of the initial registered agent for the limited liability company is: Raymond B. Palmer, Suite 41 - Harbourtown Village, 913 Gulf Breeze Parkway, Gulf Breeze, FL 32561

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of ADERGY L.L.C.

3rd Executed by the undersigned at Gulf Breeze, Florida on July 7, 2000.

  
John Greenfield - MEMBER

  
Raymond Palmer - MEMBER

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of ADERGY L.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 or her duties, and is familiar with and accepts the obligations of the position of registered agent.

  
Raymond Palmer -Registered Agent

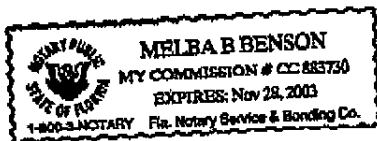
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STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me personally appeared SHIRLEE A. THALER, as President of RICARDO'S INVESTMENTS, INC., who is known to me to be the person who executed the foregoing articles of organization on behalf of AQUA-NUTS DIVE CENTER, LLC.

In witness whereof, I have hereunto set my hand and seal on this 4<sup>th</sup> day of JULY, 2000.



Melba B Benson  
Notary Public Signature  
Commission Number \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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**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 IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the limited liability company is: AQUA-NUTS DIVE CENTER, LLC
2. The name and address of the registered agent and office is:

Shirlee A. Thaler  
104220 Overseas Highway  
Key Largo, Florida 33037

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.

07/04/00  
(Date)

Shirlee A. Thaler  
Shirlee A. Thaler

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