

JUL-07-00 14:18 From GREENBERG TRAUIG

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LIMITED LIABILITY COMPANY

AQUA-NUTS DIVE CENTER, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
AQUA-NUTS DIVE CENTER, LLC**

The undersigned member adopts the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is AQUA-NUTS DIVE CENTER, LLC (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The Company shall exist perpetually, unless sooner dissolved in accordance with the Company's Regulations or Florida law.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of the Company's principal office and the mailing address of the Company is as follows: 104220 Overseas Highway, Key Largo, Florida 33037. The name and address of the Company's initial registered agent in the State of Florida is as follows: Shirlee A. Thaler, 104220 Overseas Highway, Key Largo, Florida 33037.

**ARTICLE IV
REQUIREMENTS FOR ADMISSION OF ADDITIONAL
MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of a majority in interest of the remaining members entitled to vote.

**ARTICLE V
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

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- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) Upon the death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, the existence and business of the Company shall be continued by the remaining members without the necessity for the consent or vote of the members.

ARTICLE VI MANAGEMENT

The Company will be managed by the members of the Company in accordance with the Company's regulations. The names and addresses of the Company's managing members are as follows:

NAME

ADDRESS

Ricardo's Investments, Inc.

104220 Overseas Highway
Key Largo, Florida 33037

ARTICLE VII PURPOSE

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBER HAS EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 4th DAY OF July, 2000.

RICARDO'S INVESTMENTS, INC.

By: Shirlee A. Thaler
SHIRLEE A. THALER, President

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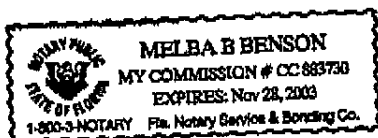
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STATE OF FLORIDA

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 4th 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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