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COHN & MONIUDIS, P.A.

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August 3, 2000

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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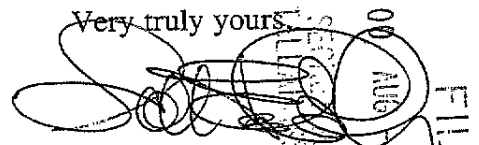
Re: S. A. MARINE, L.L.C.

Dear Sir or Madam:

Enclosed herewith please find one original and two copies of Articles of Organization for the above referenced limited liability company and a check in the amount of \$155, representing the fees for filing, obtaining a certified copy and registered agent designation.

Please have one of these copies stamped as received and returned to my office. A self-addressed postage stamped envelope is enclosed for your convenience. Should you have any questions with regard to this filing, please do not hesitate to call.

Very truly yours,


Scott E. Cohn
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

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S. A. MARINE, L.L.C.

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - NAME

The name of the Limited Liability Company is , S. A. MARINE, L.L.C.

ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Limited Liability Company is:

1000 SE 15th Street
#202
Ft. Lauderdale, Florida 33316

ARTICLE III - DURATION

The period of duration for the Limited Liability company shall be perpetual

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by a Board of Managers (the "Board") and the names and addresses of the Board are:

Solomon Rens

c/o S. A. Marine, LLC
1000 SE 15th Street
#202
Ft. Lauderdale, Florida 33316

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TALLAHASSEE, FLORIDA

ARTICLE V - REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Limited Liability Company is:

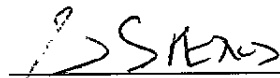
Scott E. Cohn, Esq.
Cohn & Monioudis, P.A.
315 S.E. 7th Street, Second Floor
Ft. Lauderdale, Florida 33301

ARTICLE VI - MISCELLANEOUS

Additional members may be admitted to this Limited Liability Company upon the unanimous approval of all of the members of this Limited Liability Company, on such terms and conditions as may be approved by all of the members of this Limited Liability Company

The remaining members of this Limited Liability Company shall have the right to continue the business of the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member.

S. A. MARINE, LLC



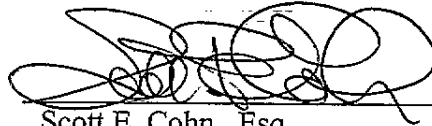
Solomon Rens, Managing Member

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TALLAHASSEE, FL 32399

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Date: 8/3, 2000



Scott E. Cohn, Esq.
Cohn & Monioudis, P.A.
Registered Agent

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TALLAHASSEE, FLORIDA