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JOEL H. FELDMAN

MERIDETH WATSON
CERTIFIED LEGAL ASSISTANT

August 17, 2000

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

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-08/21/00-01035-007
****125.00 ****125.00

Re: **Bluesky Public Relations LLC**

Dear Clerk:

Enclosed please find check #2087 in the amount of \$125.00 representing the filing fee for the enclosed Articles of Organization.

Please forward acknowledgment of filing to this office.

Very truly yours,

Merideth Watson

Merideth Watson
Certified Legal Assistant

MW/pt
Enclosure

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ARTICLES OF ORGANIZATION OF
BLUESKY PUBLIC RELATIONS, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of professional limited liability companies for profit. We declare that the following Articles shall serve as authority for the conduct of the business of the limited liability company.

ARTICLE ONE

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be BLUESKY PUBLIC RELATIONS, L.L.C., with its principal office at 539 N.E. 10th Avenue, Fort Lauderdale, Broward County, Florida 33301, but it shall have authority to establish such other offices at any other locations as its members may designate.

ARTICLE TWO

POWERS AND PURPOSES

The limited liability company is authorized to conduct and transact any and all business lawful in the State of Florida for limited liability companies, including but not limited to establishing advertising, marketing and publicity for cruise lines, tour companies, resorts, cities and regions appealing to the tourism and vacation industry including the hotel, food and beverage industries and for the sale of travel packages, including airline and car reservations and hotel accommodations, and all aspects of public relations related to the promotion of tourism. Nothing contained herein shall be deemed or construed to authorize or permit the limited liability company to exercise any power or perform any act which a limited liability company may not exercise or perform under Florida law.

ARTICLE THREE

EXERCISE OF POWERS

All limited liability company powers shall be exercised, and the business of the limited liability company shall be managed, by and under the direction of the members of

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the company. This Article may be amended from time to time in the regulations of the limited liability company by a vote of two-thirds (2/3) of the members of the company.

ARTICLE FOUR

MANAGEMENT

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

MARKETUR, INC.

c/o Anthony J. Campanale, Pres. 539 N.E. 10th Ave.
Fort Lauderdale, Florida 33301

The members may delegate to any or all of its members, in the Regulations of the limited liability company, such management authority as the members may determine to be in the best interest of the limited liability company, subject to the provisions of Florida law, as amended from time to time.

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by a vote of two-thirds (2/3) of the members. Contributions 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 the written consent of seventy-five percent (75%) of the members.

On death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on the consent of seventy-five (75%) of the remaining members.

ARTICLE SIX

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$200.00 shall be paid to the limited liability company by each member named herein. Additional capital contributions will be made as

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required for investment purposes, as determined by two-thirds (2/3) of the members. All members shall make equal contributions to the company.

ARTICLE SEVEN

PROFITS AND LOSSES

A. *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company which remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being January 15, 2000.

B. *Losses.* All losses that occur in the operation of the limited liability company shall be paid out of the capital of the company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE EIGHT

DURATION

This limited liability company shall have perpetual existence until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE NINE


INITIAL REGISTERED OFFICE AND INITIAL REGISTER AGENT

The address of the initial registered office of the limited liability company is 539 N.E. 10th Ave., Fort Lauderdale, Broward County, Florida 33301. The name of the initial registered agent at that address is Anthony J. Campanale.

THE UNDERSIGNED, BEING THE ORIGINAL MEMBERS OF THE LIMITED LIABILITY COMPANY CERTIFY THAT THIS INSTRUMENT CONSTITUTES THE PROPOSED ARTICLES OF ORGANIZATION OF BLUE SKY, L.L.C.

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EXECUTED by the undersigned at Boca Raton, Florida this 14th day of August, 2000.



MARKETUR, INC.
By: ANTHONY J. CAMPANALE
Its: President

Bluesky/articles of organization

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