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ACCOUNT NO. : 072100000032

REFERENCE : 817182 7176673

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 155.00

MJH

ORDER DATE : August 30, 2000

ORDER TIME : 10:03 AM

ORDER NO. : 817182-005

CUSTOMER NO: 7176673

CUSTOMER: James S. Lupino, Esq.  
Hershoff, Lupino & Mulick, LLP

90130 Old Highway

Tavernier, FL 33070

500003378575--4

DOMESTIC FILING

NAME: SANDY COVE MARINE SALES, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight - EXT. 1156  
EXAMINER'S INITIALS:

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DEPT. OF REVENUE  
TALLAHASSEE, FLORIDA

## ARTICLES OF ORGANIZATION

OF

## SANDY COVE MARINE SALES, LLC

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

## ARTICLE I — Name:

The name of the Limited Liability Company is:

Sandy Cove Marine Sales, LLC

## ARTICLE II — Address:

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

74540 Overseas Highway  
Islamorada, FL 33036

The mailing address of the Limited Liability Company is:

74540 Overseas Highway  
Islamorada, FL 33036

## ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be:

Perpetual

## ARTICLE IV — Management:

(Check the appropriate box and complete the statement)

- ☐ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:
- ☒ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Name

Address

RMD Capital, LLC

~~70 East 55th Street, Suite 2300, New York, NY, 10022~~

Michael Myers

318 Palm Avenue, Islamorada, FL 33036

## ARTICLE V — Admission of Additional Members:

New members may be admitted only upon the unanimous written consent of the Members

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and in accordance with these Articles of Organization, the Regulations of the Company and upon such other terms and conditions as shall be determined by all members.

Membership in the Company may be transferred or assigned only upon the unanimous written approval of the Members. In the absence of such unanimous written approval, the transferee of the interest of any Member shall not become a Member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and the return of contributions to which that transferor Member would be entitled. Provided, upon the approval of the Members, provision can be made for transfer or assignment in an operating agreement.

#### ARTICLE VI — Members' Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on 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 in the limited liability company shall be:

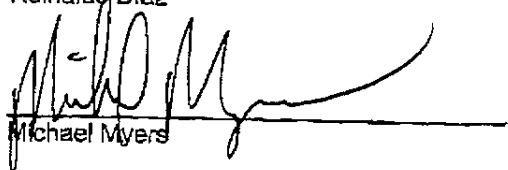
The remaining Members may, by unanimous agreement, elect to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

IN WITNESS WHEREOF, we have signed these Articles of Organization and acknowledged them to be our act this 30 day of August, 2000.

RMD Capital, LLC

By:

  
Reinaldo Diaz

  
Michael Myers

State of New York  
County of New York

The foregoing instrument was acknowledged before me this 30 day of August, 2000 by REINALDO DIAZ as MANAGING MEMBER of RMD Capital, LLC who is personally known to me or who had produced NY STATE DRIVER'S LICENSE as identification.

Elisa Michel  
Notary Public

Elisa Michel  
Print Name of Notary Public  
My Commission Expires: 8/21/2002  
# 6046880

State of Florida  
County of Monroe

The foregoing instrument was acknowledged before me this 30 day of August, 2000 by MICHAEL MYERS, who is personally known to me or who has produced Florida Drivers license as identification.

Donna Cortina  
Notary Public



Donna Cortina  
MY COMMISSION # CC713450 EXPIRES  
February 4, 2002  
BONDED THRU TROY FAIN INSURANCE, INC

DONNA CORTINA  
Print Name of Notary Public  
My Commission Expires:

**SANDY COVE MARINE SALES, LLC**  
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT**

The undersigned, having been named Registered Agent to accept service of process for the above stated Sandy Cove Marine Sales, LLC, at the place designated in this Certificate, the undersigned, JAMES S. LUPINO, whose address is 90130 OLD HIGHWAY, TAVERNIER, FL 33070, does hereby accept to act in that capacity and agrees to comply with the provisions of Florida Statutes relative thereto.

[Signature]  
REGISTERED AGENT