

LOG000000131637.
Timothy J. Murty, P.A.

Attorney At Law

1633 Periwinkle Way • Suite A • Sanibel Island • Florida 33957-4404
941-472-1000 • Facsimile 941-472-4449

October 12, 2000

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

IN RE: CAPE HARBOUR MARINE CONSTRUCTION, L.L.C.

TO WHOM IT MAY CONCERN:

Enclosed are the original and one copy of the Articles of Organization for the above named Florida limited liability company and a check in the amount of \$125.00 representing payment of the applicable fees.

Please file same and return a conformed copy of the articles to me.

Thank you for your assistance in this matter.

Very truly yours,



TIMOTHY J. MURTY
Attorney at Law

/km
Enclosures

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 19, 2000

TIMOTHY J MURTY PA
1633 PERIWINKLE WAY, STE A
SANIBEL ISLAND, FL 33957-4404

SUBJECT: CAPE HARBOUR MARINE CONSTRUCTION, L.L.C.
Ref. Number: W00000025237

We have received your document for CAPE HARBOUR MARINE CONSTRUCTION, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999 the affidavit is not required so please remove it from the document or cross through the affidavit.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 700A00054755

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION OF
CAPE HARBOUR MARINE CONSTRUCTION, L.L.C.**

The undersigned certifies that he has associated himself 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 limited liability companies for profit. I further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE ONE
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the Limited Liability Company is **CAPE HARBOUR MARINE CONSTRUCTION, L.L.C.**, and its principal office shall be located at 3394 Stringfellow Road, in St. James City, County of Lee and State of Florida 33956, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. Its mailing address is Post Office Box 510849, in the City of Punta Gorda, County of Charlotte, State of Florida 33951-0849.

**ARTICLE TWO
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes;
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign

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SECRETARY OF STATE

state, government or governmental authority, or of any political or administrative subdivision or department and to perform and carry out, assign, cancel or rescind any of such contracts.

5 To exercise all or any of the limited liability company powers and to carry out all or any of the purposes enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist or participate in any lawful enterprise in connection with or incidental to the agency, representation or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers set forth in these Articles, either alone or in association with others, incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

ARTICLE THREE EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE FOUR MANAGEMENT

This Limited Liability Company shall be managed by one (1) Manager. The name and address of the person who shall serve until a successor is elected and qualified are as follows:

CHARLIE E. GARCIA

5564 Birdsong Lane, Bokeelia, Florida 33922

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TALLAHASSEE, FLORIDA

ARTICLE FIVE MEMBERSHIP RESTRICTIONS

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 the unanimous written consent of all members.

On the 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 unanimous consent of the remaining members.

ARTICLE SIX CAPITAL CONTRIBUTIONS

Capital contributions in the amount of ONE HUNDRED THOUSAND AND 00/100 DOLLARS (\$100,000.00), cash, shall be paid to the Limited Liability Company by the Members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

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 business that 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 the 4th day of October, 2000.

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, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE EIGHT DURATION

The Limited Liability Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company's existence shall terminate no later than December 31, 2030, unless the Company is earlier dissolved in a manner provided by law, or as provided in the Regulations adopted by the members.

**ARTICLE NINE
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Limited Liability Company is 1633 Periwinkle Way, Suite A, City of Sanibel, County of Lee, State of Florida 33957, and the name of its initial registered agent at such address is TIMOTHY J. MURTY, ESQ.


**ARTICLE TEN
ADMISSION OF NEW MEMBERS
(TRANSFERABILITY OF INTERESTS)**

No additional Members shall be admitted to the company except with the unanimous written consent of all the Members of the Company and upon such terms and conditions as shall be determined by all the Members. A Member may transfer his or her interest in the company as set forth in the Regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a Member unless all the other Members of the Company, other than the Member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

IN WITNESS WHEREOF, the undersigned, being the original Member of the Limited Liability Company, has made and subscribed these Articles of Organization for the foregoing uses and purposes.

Executed by the undersigned at Sanibel, Florida on the 4th day of October, 2000.


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


CHARLIE E. GARCIA

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me, the undersigned authority, this 4th day of October, 2000, by CHARLIE E. GARCIA, to me well known and known to be the person described in and who executed the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed. He is personally known to me.


Notary Public, State of Florida

 Patricia J Murty
My Commission CC726467
Expires April 28, 2002

**STATEMENT DESIGNATING REGISTERED
AGENT AND OFFICE**

STATE OF FLORIDA
COUNTY OF LEE

Pursuant to the provisions of Section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

1 The name of the limited liability company is **CAPE HARBOUR MARINE CONSTRUCTION, L.L.C.**

2. The name of the registered agent for CAPE HARBOUR MARINE CONSTRUCTION, L.L.C. is TIMOTHY J. MURTY, ESQ. and the street address of the company's principal office where the agent is located is 1633 Periwinkle Way, Suite A, Sanibel, Florida 33957.


This statements is to acknowledge that, as indicated above, CAPE HARBOUR MARINE CONSTRUCTION, L.L.C. has appointed me, TIMOTHY J. MURTY, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

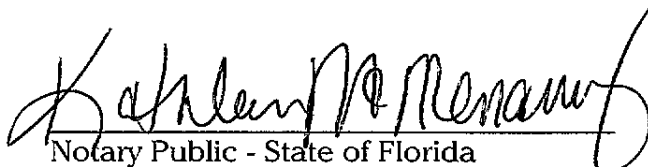
October 4th, 2000


TIMOTHY J. MURTY

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 4th day of October, 2000, by TIMOTHY J. MURTY. He is personally known to me.

 Kathleen McMenamy
★ My Commission CC736827
Expires June 6, 2002


Notary Public - State of Florida
Commission Expires:
Certificate Number: