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AUTHORIZATION :

Patricia Pigato

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ORDER DATE : January 31, 2001

ORDER TIME : 1:29 PM

ORDER NO. : 984956-005

CUSTOMER NO: 7108498

CUSTOMER: Richard J. Alan Cahan, Esq  
Beck & Poliakoff, P.a.

700003618017--5

Suite 100  
5201 Blue Lagoon Drive  
Miami, FL 33126

DOMESTIC FILING

NAME: CAPTAIN INTERNATIONAL  
HOLDINGS, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

APPROVED  
AND  
FILED

01 JAN 31 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
01 JAN 31 PM 2:23  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
B-31-01

**ARTICLES OF ORGANIZATION  
OF  
CAPTAIN INTERNATIONAL HOLDINGS, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

**ARTICLE I - NAME**

The name of this limited liability company (the "Company") shall be **CAPTAIN INTERNATIONAL HOLDINGS, L.L.C.**

**ARTICLE II - DURATION**

The Company shall exist for not more than 30 years from the filing date of these Articles.

**ARTICLE III - PURPOSE**

The limited liability company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida.

**ARTICLE IV - INITIAL PLACE OF BUSINESS**

The initial principal place of business of the Company shall be 55 Weston Road, Suite 204, Ft. Lauderdale, Florida 33326 and the mailing address of the Company is 55 Weston Road, Suite 204, Ft. Lauderdale, Florida 33326.

**ARTICLE V - REGISTERED OFFICE  
AND REGISTERED AGENT**

The registered office of the Company shall be Suite 100, 5201 Blue Lagoon Drive, Miami, Florida 33126, and such other place or places as the members from time to time may determine. The name of the initial registered agent located at that address shall be RICHARD J. ALAN CAHAN, ESQ.

**ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted upon the approval of a majority of the Membership, upon the written application of such new member and in the manner set forth in the Regulations of the Company.

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01 JAN 31 PM 2:  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VII - INITIAL MEMBERS

The names and addresses of the initial members are as follows:

<u>NAME</u>	<u>ADDRESS</u>
HOWARD A. COHEN	55 Weston Road, Suite 204 Ft. Lauderdale, FL 33326

## ARTICLE VIII - MANAGEMENT OF BUSINESS

The business of the Company shall be managed by the following managing members:

<u>NAME</u>	<u>ADDRESS</u>
HOWARD A. COHEN	55 Weston Road, Suite 204 Ft. Lauderdale, FL 33326

## ARTICLE IX -

### WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, the Company shall be dissolved unless a majority of the Membership Interests, consent to continue the business of the Company, or by amendment to these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

## ARTICLE X - REGULATIONS

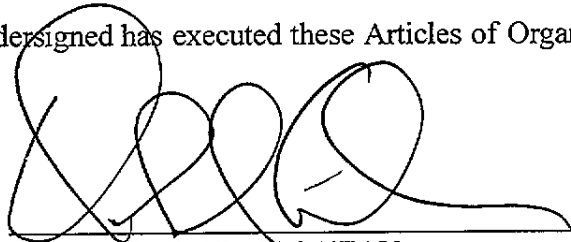
At the time of executing these Articles of Organization, the members of the limited liability company shall adopt regulations containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the regulations shall be vested in the members of this Company.

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TALLAHASSEE, FLORIDA

## ARTICLE XI - AMENDMENTS

These articles may be amended from time to time by a consent of the majority of the Membership Interests, and the Amendment shall be filed, duly signed by a majority of the Membership Interests of the Company, with the Florida Department of State.

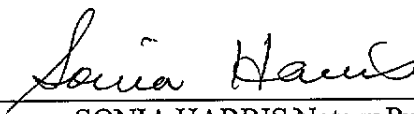
**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Organization on the 30th day of January, 2001.



**RICHARD J. ALAN CAHAN,**  
Authorized Representative of Member

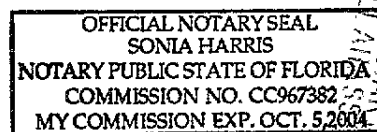
STATE OF FLORIDA       )  
                                  )  
COUNTY OF MIAMI DADE)       SS.

The foregoing Articles of Organization was acknowledged before me this 30th day of January, 2001 by **RICHARD J. ALAN CAHAN**, who has produced a valid drivers license or passport for identification and who did (not) take an oath.



SONIA HARRIS Notary Public  
State of Florida

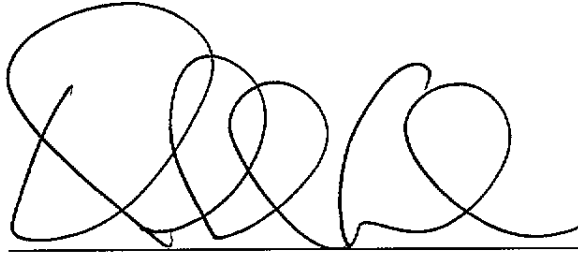
My Commission Expires:



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FILED  
01 JAN 31 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**REGISTERED AGENT ACCEPTANCE**

I hereby accept appointment to act as the initial registered agent for this Limited Liability Company, **CAPTAIN INTERNATIONAL HOLDINGS, L.L.C.**, as stated in the Articles of Organization.

A handwritten signature in black ink, consisting of several loops and a trailing flourish, positioned above a horizontal line.

**RICHARD J. ALAN CAHAN**

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AND  
FILED  
01 JAN 31 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA