

L01000002449

6000 Kendrick Street
Jupiter, FL 33458
(561) 694-9023

VIA FEDERAL EXPRESS

February 12, 2001

Florida Dept. of State
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

FILED
FEB 13 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FL 32399

RE: NORTH ATLANTIC MARINE, LLC

Dear Sir or Madam:

Enclosed for filing please find Articles of Organization for the referenced limited liability company, together with check in the amount of \$125.00 for filing fees.

Please file same in the usual manner.

Thank you.

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-02/13/01--01083--008
****125.00 ****125.00

Sincerely,

June L Brown
June L. Brown

JLB/
Enclosure

L01-2449
JL

**ARTICLES OF ORGANIZATION
OF
NORTH ATLANTIC MARINE, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - Name

The name of the Limited Liability Company is North Atlantic Marine, LLC (the "Company").

ARTICLE II - Address

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

6098 Kendrick Street
Jupiter, Florida 33458

ARTICLE III - Duration

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - Registered Agent and Registered Office

The name and street address of the registered agent and registered office of the Company in the State of Florida is:

June Brown
6098 Kendrick Street
Jupiter, FL 33458

ARTICLE V - Capital Contributions

Capital contributions in cash or in kind shall be paid to the Company by the members in such amounts as the Managing Members shall determine.

ARTICLE VI - Additional Capital Contributions

Each member shall make additional capital contributions to the Company only upon the unanimous consent of the Managing Members.

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TALLAHASSEE, FLORIDA

ARTICLE VII - Admission of New Members

No additional members shall be admitted to the Company except with the unanimous written consent of the Managing Members of the Company and upon such terms and conditions as shall be determined by the Managing 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 the Managing Members of the Company approve of the proposed transfer by unanimous written consent. The initial member of the Company is as follows:

Philip J. Brown
274 Washington Street
Marblehead, MA 02145

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01 FEB 13 PM 1:00
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CLERK

ARTICLE VIII - Termination of Existence

The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all of the remaining members, provided there is at least one remaining member.

ARTICLE IX - Management

The Company shall be managed by a manager or managers in accordance with regulations (the "Operating Agreement") adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is:


Philip J. Brown
274 Washington Street
Marblehead, MA 02145

ARTICLE X - AUTHORIZED REPRESENTATIVE

The representative authorized to execute these Articles of Organization on behalf of member is:

June L. Brown

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at West Palm Beach, Florida, this 12th day of February, 2001.


June L. Brown
Authorized Representative

Registered Agent Acceptance

Having been named as registered agent and 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, I hereby accept the 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.

By: June L. Brown
June L. Brown

Date: February 12th, 2001.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA